

**The Incredible Mr.
Limpet**

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WARNER BROS.
4000 Warner Blvd.
Burbank, CA 91522
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7/31/98

Revisions

EXT. OCEAN - DAY

We move slowly underwater, a swimming POV feel. Very tranquil, serene.

OPENING TITLES PLAY

We glide along, pass an occasional fish, tilt toward the surface, faster, faster, closer, closer, and...

EXT. OCEAN SURFACE - DAY

SPLASH! A HUGE GREY WHALE rises up, CRASHES back down onto the sea.

ANGLE - A WHALING SHIP

LOOKOUT
Whale off the port bow!

The ship turns in pursuit. They track alongside the whale crashing across the waves.

CAPTAIN
Man the harpoon!

The crew scatters, begins loading the harpoon.

POV - THROUGH THE HARPOON SITES

The whale desperately tries to escape. They lock on target.

CAPTAIN
FIRE!

The Gunner squeezes the harpoon trigger, when BAM! The entire ship ROCKS! The Captain is thrown back. The Gunner spins as he FIRES --

The harpoon sails straight through the glass of the bridge. The Captain picks himself up to see...

ANDRE LAMARQUE'S FAMOUS VESSEL, THE "MANTA RAY"

RAMMING them again. He goes down.

The whale dives to safety.

The Captain fumes as ANDRE LAMARQUE, the famous french OCEANOGRAPHER/MARINE BIOLOGIST stands on the bow of his vessel, circling them with a triumphant gesture.

A crew member videotapes LaMarque.

(CONTIN.

CONTINUED:

LAMARQUE

Glory to the sea!

(turns to videocamera)

The Nature has won her victory of sorts,
but how long will this gentle giant be
left unprotected? We must save them. All
of them. even ze teeniest, tiniest, of
the little fishees...

Suddenly, the film freeze frames, scans back, as though
watching a VCR.

CUT TO:

EXT. SOMETHING'S FISHY - DAY

Establishing shot of a quaint shanty right on the ocean with
a sign overhead reading "Something's Fishy -- Gift Shoppe and
Boat Tours." We HEAR the videotape rewinding and a man
sobbing as we move inside...

INT. SOMETHING'S FISHY - DAY

LARRY LIMPET, a tear running down his cheek, rewinds the
whale tape, which is playing on a monitor tucked between fish
candleholders, fish hats, etc., under beams strewn with fish
nets and old signs, license plates and fishing baskets.

LARRY

Oh, Andre, how can we make them see?
"Even the little fishees..."

Widen out to reveal a TOURIST GUY standing next to Larry,
unmoved. This has been Larry's trapped audience, and now as
the guy heads out the door, Larry keeps YANKING on his arm,
PULLING him at the waist, etc., trying to keep him around.

TOURIST GUY

I still don't get where your fish went. I
mean, the tour guide here --

He taps a paperback in his shirt pocket as Larry yanks him.

TOURIST GUY (cont'd)

-- says this place used to have great
exotic fish watchin' but now it's all
dried up --

LARRY

Silly! Silly book! The fish work in
shifts, that's all. Unions, huh?!

(CONTINUED)

CONTINUED:

TOURIST GUY

You know, I think I really --

LARRY

-- Want to see for yourself? You really want to see for yourself? Come on!

TOURIST GUY

But --

EXT. SOMETHING'S FISHY - CONT.

The tourist guy tries to head for his van and family, but Larry just keeps yanking him towards some glass-bottomed boats standing upright behind the shoppe.

TOURIST GUY

What I meant was I'm, I'm --

LARRY

-- A man of action?! You're a man of action? I like that! Let's take a little guided tour, shall we?

Larry steers him via headlock to the boats as the guy's wife and kids call from the van in the background -- "Daddy, daddy, c'mon, let's go!" "Honey, what's going on?" etc.

LARRY (cont'd)

Right over here!

Larry plants the guy on one side of a standing glass-bottomed boat, then whips around to the other side.

LARRY (cont'd)

You just need someone --

Larry stops -- the tourist is blurry through the glass! Uh oh. Larry pauses -- ahah! He reaches in his shirt pocket and PUTS ON HIS OWN GLASSES! The tourist is now crystal clear through the glass.

LARRY (cont'd)

You just need someone to show you where to look! Larry Limpet -- at your service!

Larry pops out dramatically from behind the boat.

TOURIST GUY

I'm scared.

(CONTINUED)

CONTINUED:

LARRY

Our boats are supersafe.

TOURIST GUY

I'm not scared of the boat, I'm --
Listen. I'm sorry. Really. But I just
stopped here because I need directions
to... Apple Valley.

LARRY

(crushed)

...For the Cherry Festival?

The tourist nods meekly.

LARRY (cont'd)

Take a left at Nectarine Road, go ten
miles inland.

The tourist runs for his life, jumps in his van, and spits
gravel as he blasts out of the Something's Fishy parking lot.
Larry watches, sad. A wizened old man, EMMET, walks up to
Larry and pats him on the back.

EMMET

Might've come on a tad strong, there,
Larry.

LARRY

It's just that...I'm passionate.

EMMET

Larry, we gotta talk.

Emmet puts his hand gently around Larry's shoulders and walks
him to the "porch" of the store.

EMMET (CONT'D)

Larry, we have a town that survives on
tourists who want to see fish. The fish
are dying off. No fish, no tourists, no
town. I've had this shop for 43 years.
I think it might be time to call it
quits.

Larry looks down and sees a magazine in Emmet's hands: "HOW
TO START A CHERRY ORCHARD".

LARRY

What are you saying? You built this
place, Emmet. You love it as much as I
do.

(CONTINUED)

CONTINUED: (2)

Emmet looks at him, serious.

EMMET

I hate to do this to you Larry, but I
can't even afford to pay you anymore.

Larry looks at Emmet, stunned.

LARRY

There used to be half-dozen glass-
bottomed boat shops, and you're the only
one left. You can't close, Emmet. I mean,
who knows, at the town meeting tonight --

EMMET

-- LARRY! You want to know the truth? A
fish would have to rise out of the harbor
and sing opera to save this town. This
one is in God's hands. I figure I can
keep the doors open 'till the end of the
week. Sorry, Larry. You're a good kid.

Emmet gives him a pat on the shoulder and heads inside. Larry
walks the few feet back down to the beach and wistfully looks
through a glass-bottomed boat that's in the water, tied to
the pier. He sees one little fish looking back.

LARRY

So long, buddy.

EXT. MAIN STREET - DAY

A dejected Larry walks home through town, past "The Crow's
Nest" bed and breakfast, "ToonaTown" music store,
"Fishsticks" billiards and snacks, "Flounder 'N' Bob's" fish
pies, and "The Bass Hole" bar and grill. Larry looks out at
the end of a pier and sees a big, pot-bellied guy, MAC,
pissing in the ocean.

LARRY

(shouts)

Mac! Ohh, Mr. Mac sir, what are you
doing?

Mac swiftly steps in front of a bucket and small fishing rod,
so Larry can't see it.

MAC

(shouting back)

... What's it look like, Limpet?

(CONTINUED)

CONTINUED:

LARRY

Please Mac, please, respect the ocean --
keep your eel in its cage!

MAC

You're weird, Limpet!

Larry brightens.

LARRY

(to himself)

...Hey wait...that's an idea!

He starts to run home.

INT. LARRY'S APARTMENT - KITCHEN

Larry listens to a portable recorder and repeats the song of
the whale. He's unpacking an old box.

LARRY

OooooooooOoooooooo. OooooooooOoooooooo...

TINA (O.S.)

Larry!

INT. LARRY'S APARTMENT - KITCHEN

Meet TINA, Larry's fiancée. She sits talking on the phone in
the kitchen.

TINA

George, that is so sweet...uh huh...Well,
thank you -- hang on...

(to Larry)

What in God's name are you doing?

Larry pops around the doorway, holding old newspaper used for
packing in the old box.

LARRY

Sorry, dear!

(sees she's on the phone,
whispers)

I'm studying my humpback linguistics.

TINA

(to herself)

We have to buy some headphones.

(CONTINUED)

CONTINUED:

Larry pops back behind the door, a beat later, reappears, this time holding a tortoise shell from the box.

LARRY
Do you know that Andre LaMarque is
working right off the coast?

TINA
Honey, I'm in the middle of --

LARRY
He's gonna save the fish.

TINA
That's super.

Larry exits, pops his head back in.

LARRY
(quickly)
Ocean dies, we die.

TINA
LARRY!
... (into phone)
I'll call you back.

INT. LARRY'S APARTMENT - CONTINUOUS

Larry's at the fish tank, playfully feeding the fish. The whale tape still plays in the b.g.

LARRY
Okay, guys, soup's on.
(shakes food)
Oh, delicious flavor flakes, with
plankton.
(to a fat, red fish)
Now you slow down, Oprah.
(Larry tastes some himself)
Although, not bad. Kinda nacho-ee.

Tina walks into the b.g. Paper and goofy seafaring stuff from the box is strewn everywhere.

TINA
Larry, that was George.

Larry is holding a huge bone with one hand and feeding with the other; he's preoccupied with a tiny fish who isn't eating.

(CONTINUED)

CONTINUED:

LARRY

Mm hm...Come on, Tiny, get those lips moving.

TINA

He wants to take us out tomorrow night.

LARRY

Greeeaat...Oprah, give Tiny some room.

TINA

(testing)

He's gonna fly us to Italy. For pizza. With the pope. And his wife.

LARRY

Fine, honey. Whatever...

(baby voice)

What's the matter, Tiny? Is the p.h. balance off?

SPLASH! Tina tosses the portable recorder playing whale sounds into the tank. Larry GASPS, tries fishing the recorder out with a tiny fish net.

LARRY

Whoa, what are you doing?!

TINA

Getting your attention.

LARRY

Fish aren't ready for that kind of technology! It's like giving an ape a jet ski.

Tina takes a breath, calms herself.

TINA

Larry, all this fish stuff used to be endearing, but now, it's this...this...

Tina notices a paper "Andre LaMarque Foundation" crest cut from a brochure, taped to Larry's shoulder.

TINA

What is this?

(reads)

Andre LaMarque Foundation?

LARRY

(embarrassed)

That's temporary. I'll get the real

(MORE)

(CONTINUED)

CONTINUED: (2)

LARRY (cont'd)
thing as soon as I log enough diving
hours.

TINA
What do you mean, "enough" diving hours?
Honey, you have zero diving hours.

LARRY
That's why I applied for the Coast Guard.
You see, Andre LaMarque will not accept
inexperienced divers.

TINA
What is that in your hand?!

Larry hides the huge bone.

LARRY
Research.

TINA
Larry, it's nice to have a dream,
but...Andre LaMarque? He's so famous.
There's probably a waiting list of people
from all over the world.

LARRY
But they don't know fish like I do. They
don't. The subtle changes in mood, and
expression! Okay, I'll be a grouper,
throw any emotion at me.

TINA
I really don't want to--

LARRY
Come on, gimme an emotion.

TINA
Larry, don't.

Larry puts on a grouper face, opens and closes his mouth.

LARRY
C'mon!

Tina's had it. She expresses her own feelings.

TINA
(shouts)
Anger!

'Grouper!' Larry gets angry and makes false lunges at her.

(CONTINUED)

CONTINUED: (3)

TINA (cont'd)
Frustration.

Larry does it.

TINA (cont'd)
Sadness.

Larry does that, too, not realizing they're Tina's feelings.
She smiles, bittersweet, and pecks him on the cheek.

TINA
I've got to get to work and help set up
for the town meeting.
(grabs her keys)
Don't dream too much, Larry.

She heads out. Larry watches her go, as a sad grouper.

EXT. TOWN - DUSK

Larry heads to the town meeting, happy, holding a big long
thing wrapped in newspaper in his hand. A BIG ALLEY CAT
HISSES at Larry.

LARRY
And good evening to you, hostile
predator!

EXT. DOCKS - CONTINUOUS

Larry takes a big breath of ocean air, then stops cold as he
sees Mac fishing off the dock, bucket full of fish next to
him. Larry is barely able to contain himself.

LARRY
Hey there, Mac. I guess you figured while
everyone else is at the town meeting,
you'd just fish here in this federally
protected aquatic environment. Didn't
you see the sign?

Larry points. Mac belches.

LARRY
I'll take that as a 'no.'

Huge Mac stands up and glowers at Larry. Larry's scared.

MAC
What's your beef, Limpet?

(CONTINUED)

CONTINUED:

LARRY

B-b-beef? The...th-the fish. You're
so...

(indicates huge size)

and he's so...

(indicates tiny size)

MAC

Yeah, well, I'll throw him back.

Mac moves to toss the fish back, but then he squeezes it and does a high-pitched voice, so it appears the fish is talking.

MAC AS FISH

"Wait mister, don't throw me back, I want
to be eaten by you! Honest! Tell that
goofy moron to butt out! Now, put me in
the bucket. Go on, do it!"

Mac slides him in his bucket.

MAC

What could I do, Limpet?

LARRY

Well, I'm just, you are gonna...

In a burst of daring, Larry quickly tips the bucket with his foot, then runs away like a spaz.

Mac tries to catch the fish spilling back into the ocean, but no luck.

MAC

LIMPET! I oughta filet you, you freak.

EXT. BASS HOLE BAR AND GRILL - MOMENTS LATER

Larry walks in "The Bass Hole" bar and grill. On the sign normally reserved for the day's specials, written in magic marker is the note: TOWN MEETING, TONIGHT! Free Tater Tots.

INT. BASS HOLE BAR AND GRILL - CONTINUOUS

The townsfolk are gathered. Tina is waitressing, delivering endless plates of Tater Tots. MAYOR GIBBS is pontificating.

(CONTINUED)

CONTINUED:

MAYOR GIBBS

...and as mayor, I say we pay for some
promomotion --

OLD COOT

Gibbs, you bilge mouth! What are you
talkin' about?! The city's broke!

CROTCHETY LADY

You spent the last of it on that lunatic
"Tuna Train" idea.

OLD COOT

Oh, those boys at Amtrak got some good
reefer, hey mayor?

MAYOR GIBBS

Shut up, Rudy.

Larry jumps up.

LARRY

The mayor brings up a good point. We've
got a marketing problem. You can't lead
a horse to water if he's got no legs, you
gotta drag him! And what are you gonna
drag 'em with?

Larry pulls the big bone out of the wrapping.

LARRY

(matter of fact)
...Epocus Seregosis. Penis bone of a
walrus.

Everyone stares, deadpan.

LARRY

Found it in my files. Didn't even know
what I was sitting on! Pardon the pun.

Larry waves it around.

LARRY

This perfectly preserved mammalian
phallus is particular to the North
American Tusked Walrus. As you can see,
nature has wisely provided a streamlined
design for both efficiency and comfort.
This giant, gentle prong teaches us
something about the origins of nature and
perhaps a little bit about ourselves.
Any questions?

(CONTINUED)

CONTINUED: (2)

CROTCHETY LADY

So it's a walrus winkie. What good is it to us? I mean, besides --

LARRY

-- It's known in Marketing circles as a "hook". I set it up in our window, people come through town, they stare, they go home, tell their friends, they come back, and the next thing you know, they're buying...

(whips a book up)

"Fun Facts About Scallops", and they don't even know why! And they're havin' Tater Tots here at the "Bass Hole" and stayin' at the "Crow's Nest" and buyin' a fish head waterpipe at "ToonaTown" and guppy muffins at "Fish Sticks!" and...and...ahem.

Dead silence.

OLD COOT

Nice goin', Larry. Why don't you just stick that walrus penis up your --

GEORGE

Azz...a resident, I respect my friend Larry's efforts. But as Coast Guard captain, I can tell you that we are presently helping test the harbor and the surrounding reefs.

GEORGE, the local Coast Guard Captain, is now standing.

GEORGE

These tests are being personally headed up by none other than Andre LaMarque.

Murmurs of approval from the crowd. Larry bursts into applause at the mention of LaMarque's name.

GEORGE (cont'd)

We feel that by joining forces, we can get to the bottom of why the fish are dying.

OLD COOT

Why can't we just re-stock?

GEORGE

Because the lure for tourists is the rare and exotic fish you find here.

(CONTINUED)

CONTINUED: (3)

OLD COOT
Used to find.

MAYOR GIBBS
Shut up, Rudy.

OLD COOT
Make me.

MAYOR GIBBS
I got a bucket of chum with your name on it!

OLD COOT
Yeah?! You and what navy?

Chaotic conversation erupts, Tater Tots fly, until:

LARRY
(shouts)
I HAVE AN IDEA!!

Silence.

CROTCHETY LADY
What's that, lobster boobs?

.The group laughs. Larry clears his throat and COUGHS A LOUD BRONCHIAL HONK.

CROTCHETY LADY
Sweet Jesus, you sound like an oil tanker stuck on a sandbar.

LARRY
Sorry. Aerated septum.

OLD COOT
Or a Tater Tot down the wrong pipe.

GEORGE
Let him talk.

They settle. Poor Tina shakes her head.

LARRY
With all due respect to you George, and to --
(closes eyes reverentially)
-- Mr. Lemarque, the fish aren't dying.
They're leaving.

(CONTINUED)

CONTINUED: (4)

Everyone stares at Larry. George turns to him.

GEORGE

What, Larry?

LARRY

I've done the math. Fish can't die off this quickly. I've run tests on the water, the chemical levels are fine. There are no signs of disease or infection. And yet, there was a 9 percent drop off in fish residence last month. The fish are leaving.

VOICES FROM THE CROWD

That's ridiculous...Why would they leave...Where would they go...

LARRY

AND -- I think it's important we figure out how we've offended them.

Silence.

OLD COOT

Well, that walrus penis is a good start.

The crowd erupts in laughter. Tina looks at Larry sadly -- then Tina's gaze meets George's, and there's a MOMENT -- a tentative smile from both of them.

Meanwhile, Larry stands, crestfallen. Tater Tots fly around his head.

EXT. MAIN STREET - NIGHT

Larry walks home, dejected. Suddenly from around the corner of a building pops a FISH, Mac's fat arms manipulating it.

MAC AS FISH

Hey buddy! Could you spare some change?
I'm trying to hop a cab to Mac's place so
he can fry me up nice and buttery. It's
my life's dream! Can ya help?
(farts)

Larry forgets that Mac is working the fish.

LARRY

I don't think Mac needs any help getting
FATTER.

(CONTINUED)

CONTINUED:

The fish drops. Mac comes out, mad. LARRY RUNS! Mac grabs his fishing reel and casts it at Larry. Larry turns to Mac.

LARRY (cont'd)
You started it, fatty!

JUST THEN -- Mac's big-ass lure hooks right on to the zipper on Larry's FLY.

MAC
And I'm gonna end it.

Mac starts to reel Larry in. Petrified, Larry resists with all the muscles in his groin. Mac pulls him a step closer! Larry grimaces, digs in -- And HIS PANTS RIP RIGHT OFF HIM, revealing "Save The Whale" boxer shorts!

Mac careens backwards as Larry runs away.

LARRY
'Night, Mac!

INT. LARRY'S APARTMENT - NIGHT

Larry sits in his boxers on the couch.

LARRY
They're just scared, that's all. They
don't have friends like you to talk to.

Is he talking to Tina? No -- we pull back to reveal he's talking to his fish tank.

LARRY (cont'd)
Fish have a better life than people do.

Larry grabs a stack of mail, walks to a window and looks out at the water below.

LARRY
Just swim around...not a care in the
world.
(as he goes through mail)
No telephone bill, or cable bill, or...
letter from the Coast GUA AAAARD!

Larry jumps up, tries to contain himself.

LARRY
Coast Guard, Coast Guard, something from
the Coast Guard.

(CONTINUED)

CONTINUED:

He sets down the envelope, paces around it, then in a moment of pure courage, rips it open and reads...

CUT TO:

ANGLE - FROM INSIDE THE FISH TANK

Larry's HEAD SPLASHES INTO THE WATER! Bubbles stream from his mouth.

LARRY
I'VE BEEN ACCEPTED!

IN THE ROOM

Larry whips his sopping wet head out of the tank, spins around with an excited, demented look.

LARRY
I'VE BEEN AC-CEP-TED!

He jumps up on an ottoman.

LARRY
Man the bastion and gallow the wenches!
I bow to no port! As you know, men,
Captain Lamarque has taken deathly ill
and is unable to express his true wishes,
but I think this Coast Guard acceptance
letter will more than satisfy your
curiosity as to my credentials.
(clears his throat and reads)
Dear applicant. You have been accepted
into the screening process of the United
States Coast Guard. Report for your
physical...etcetera, etcetera.
(folds the letter up)
Proof positive that I have been accepted!
Raoul, an Irish jig!

Larry dances a wild celebratory dance.

LARRY
(continuing; sings)
Accepted, Accepted
I have been accepted
Cep, cep, cepted
Acy, acy, epted...

ANGLE - TINA

standing in the front door, watching Larry, dumbfounded.
Larry dances over.

(CONTINUED)

CONTINUED:

LARRY

Look, look!

(handing her letter)

It's a dream come true, isn't it?

CLOSE ON - TINA

It's not a dream come true.

INT. DOCTOR'S OFFICE - DAY

Larry has his shirt off. The Doctor applies the stethoscope to his chest.

DOCTOR

Cough.

Larry HONKS his huge cough. The Doctor quickly pulls the stethoscope from his ears.

DOCTOR

Aaagh! When did you swallow an oil tanker?

LARRY

Happens when I get nervous or excited.

DOCTOR

I can't believe it, but your lungs are clear.

(motions to a seat)

Alright, take a seat.

Larry sits, the doctor pivots a large optometric viewer from the wall.

DOCTOR

Remove your glasses, please.

LARRY

Um, why?

DOCTOR

Eye test. Are those prescription?

LARRY

No! Nooooo, no. These? Hahah! Cosmetic.

Strictly there for the sex appeal.

'Course, I'm goin' to sea. With guys.

Don't need sex appeal! Ha ha!

LARRY'S POV - A VERY BLURRY DOCTOR

DOCTOR
Okay, look in here, please.

Larry can barely see the machine. He goes left, the Doc goes right, left, right, missing each other. Finally, the Doc grabs Larry's head and jams the machine in his face.

LARRY'S POV - A CHART OF BLURRY LETTERS

Larry tries to bluff. He is way off the letters on the chart, and the Doc writes down each wrong letter on a pad.

LARRY
...N...O...G...
(giving up)
...O...O...D...

WE SEE the Doc's pad. It spells out "NO GOOD."

Larry looks at the Doc, hope crushed.

DOCTOR
I'm sorry, son.

INT. LARRY'S APARTMENT

Larry walks in. Tina stands before a mirror in a real cute dress, looks great.

TINA
Larry, finally! George will be by any minute. You ready to go?

LARRY
I got turned down.

TINA
(not hearing)
I'm sorry?

LARRY
My eyes. I didn't pass the physical.

Tina pauses.

TINA
I'm sorry, Larry. But sometimes, things happen for the best. Let's face it, you're not exactly the daring, adventurer
(MORE)

(CONTINUED)

CONTINUED:

TINA (cont'd)
at sea type. Emmet's place is more your
speed.

LARRY
For another week... Can we stay in
tonight?

Tina turns to Larry.

TINA
No. Larry, we always stay in. We may as
well be hermits.

LARRY
The hermit crab is actually quite a
lovable creature.

TINA
I didn't say hermit crab, I said hermit,
human. I need contact with real people,
not just fish. Fish can't dance, or play
pictionary, or loosen up with a drink.

LARRY
(covers the tank)
Don't say that, you'll upset them.

TINA
No, I won't "upset" them.
(pushed to brink)
You know why? They're FISH, that's why.
Watch!
(to fish)
Hey guys! Yeah, you -- the fat one and
the teeny one. You know what I think? I
think you two killed Kennedy. I think it
was you two in the grassy knoll!

LARRY
Tina!
(to fish)
She doesn't mean that.

TINA
I mean that!
(to fish)
I mean that. You're hoodlum, Castro-
loving sleazeballs! What do you think of
that?!

The fish just stare.

(CONTINUED)

CONTINUED: (2)

TINA (cont'd)
Oh, you don't think anything of that?
Really?! What a surprise!

LARRY
Tina, what's happened to you? Back in
school, we were so much alike.

TINA
That's because, back in school, we were
both geeks. I'm growing, Larry. I
switched to contact lenses, and I use
hair gel, and I'm getting out in the
world. You're just retreating more and
more into that aquarium.

Larry retreats behind aquarium.

LARRY
What are you talking about? So what if I
love fish? They're just my pets. It's
perfectly normal.

TINA
No, it's not normal! It's not normal to
go to Red Lobster and order a hot dog.
It's not normal to leave tofu scraps for
the kitties. It's not normal to have so
many damn salmon colored shirts!

A HORN HONKS outside.

GEORGE (O.S.)
Hey, come on you guys!

Silence.

LARRY
Tina --

TINA
I'm sorry you had a bad day, but I'm
going out and have a good time. I want
the fish gone. It's them or me, Larry.

Tina leaves. Larry stares, stunned.

EXT. DOCK - NIGHT

A beautiful, blue night. Larry sits at the end of a small
pier, pulling his fish one by one from a ziploc freezer bag
and placing them in the water.

(CONTINUED)

CONTINUED:

LARRY

See you, Zoot...Lolita, keep those gills
out of trouble...

He picks up Oprah, and looks her in the eye.

LARRY (cont'd)

I know, Oprah, Tina just doesn't
understand. No one does. Except...you
guys.

Other fish have arrived to greet Larry's liberated friends.
It looks really cool. He places Oprah in the water.

LARRY (cont'd)

Bye bye.

Larry looks at the town around him.

LARRY

I don't belong here.

(gazes at fish)

I wish I could be down there with you. I
wish I were a fish.

These are the most honest words Larry has spoken in his life.
Tears well in his eyes, he closes them tightly.

LARRY

I wish, I wish, I wish I were a fish. I
wish, I wish, I wish I were a fish.

DIR - Something very cinematic here. A magical moment.

A magical moment, you almost believe it could come true...
Then Larry opens his eyes, nothing's changed. He smirks a
"back to reality" smirk.

LARRY

Yeah. Right.

The only fish left in his bag is Tiny. He does not release
him into the ocean.

LARRY (cont'd)

Oh, Tiny. You're too teeny. You won't
last one day in there. C'mon, let's go.

He gets up and sadly walks back up the pier, closing the bag
with Tiny in it.

EXT. HOUSE - NIGHT

Larry walks up to a quaint looking house and sets the plastic bag with Tiny in it on the doorstep

An attached note reads: "Please give him a lot of love. Thank you."

Larry rings the bell and runs off.

The porch light comes on. A GRUFF OLD MAN opens the front door, picks up the fish, reads the note, brings it in side. A beat passes, then we hear FLUSH! The porch light goes out.

INT. LARRY'S APARTMENT - NIGHT

Larry finishes boxing up all of his fish books and artifacts. He wears a "Madison Muskie" baseball cap and wears two trout oven mitts.

Tina walks in, sees Larry, the boxes, and no aquarium.

TINA

Larry --

LARRY

(casual)

What? Oh, all this? Well, fish can really become boring after a while.

He notices the oven mitts and whips them off.

LARRY

You mean everything to me, Teen. I won't jeopardize that.

Tina looks at Larry, her face drops.

TINA

Larry, we have to talk.

Larry stands. He doesn't want to hear this.

LARRY

Not that phrase again. This sounds like something bad is coming. Is something bad coming? I can't take bad right now. Let's do bad tomorrow. Plenty of time for bad then. Tomorrow's a good bad day.

(CONTINUED)

CONTINUED:

Larry walks into the kitchen in denial. He takes a breath, turns on the sink, SPLASHES WATER on his face.

Tina enters the kitchen, stands behind him.

TINA
Look, Larry, certain things are happening
and we have to be honest about that.

LARRY
I want to talk about it. I'm not trying
not to duck it --

Larry stops cold, noticing his hand is now WEBBED. He quickly hides it.

TINA
Larry?

LARRY
Yes! Ah, hmmm? I'm sorry, w-what were
you saying?

TINA
...that we have to be completely honest
with one another.

Larry watches as the wet portion of his arm begins to scale. He shoves it behind his back, sneaks past her.

LARRY
Of course! Yes, honesty is, well, the
honest thing to do. Little stuffy in
here, isn't it?

INT. LARRY'S APARTMENT - CONTINUOUS

Larry darts into the living room, staring at his fin-like arm. Tina follows.

TINA
Larry, I think I'm attracted to another
man.

Larry spins around, his mouth open in shock, which EXPANDS into a wide open fish mouth.

TINA
Larry?

(CONTINUED)

CONTINUED:

Larry CLAMPS a hand over his mouth. It is the webbed hand, he quickly switches.

LARRY
(hand covering his mouth)
I'm just shocked, hun, but...This happens to lots of couples, and I don't see why we can't navigate these waters.

Tina turns to think. Larry watches his other arm begin to web and scale.

TINA
I don't know, Larry. I'm confused. Maybe we do have a chance without any fish in our lives.

THUNK! THUNK! Both Larry's arms pop INTO BIG FINS. His eyes widen, he RACES to the bathroom, struggles with the knob.

INT. BATHROOM - NIGHT

Larry looks in the mirror. The beads of water on his face, transform into scales.

LARRY
Water. It's the water that's doing it.

Larry lunges for a bath towel, wipes his face like crazy, lowers it and looks EVEN MORE LIKE A FISH.

LARRY
AH!

Larry watches transfixed as his head VISIBLY SHRINKS --

LARRY
(continuing; harsh whisper, to mirror)
Okay, this is ridiculous, wake-up right now. This is only a dream! And one and two and time to...

GILLS FLAIR OUT OF HIS NECK!

LARRY
(continuing; suddenly sucking air)
Continue the dream!

He kicks his shoes off, revealing WEBBED, GREEN FEET. He quickly removes his pants just in time to see his thighs join together.

(CONTINUED)

CONTINUED:

LARRY
Woohhooooo...

INT. LARRY'S APARTMENT - BATHROOM DOOR - SAME TIME

Tina stands at the door, mistakes his groans for Larry breaking down.

TINA
Larry, please, you can share what you're going through with me.

INT. BATHROOM - NIGHT

LARRY
Not reallllly! You know me, I'm a little CLOSED OFFFFFF!!

A LONG FIN RIPS THROUGH THE BACK OF HIS T SHIRT. He TEARS his shirt off.

Larry GASPS, has a hard time breathing. His newly formed gills expand for oxygen.

LARRY
Can't breathe...

Larry cranks the sink on, sucks water.

TINA (O.S.)
Larry you're scaring me. I'm going to go get someone.

LARRY
(spits a mouth full of water)
No! It's just...my allergies! Bit of a rash! Can you run down to the store and get me some calamine?!

TINA
I think I still have some.

Tina walks off.

Larry, the now half-fishman, comes WADDLING OUT OF THE BATHROOM, dashes behind Tina, makes his way to a window --

EXT. LARRY'S APARTMENT BUILDING - OUTSIDE WINDOW

The window shutters BURST open, Larry's fins rest on the sill.

(CONTINUED)

CONTINUED:

TINA (O.S.)
I've got it!

Larry gasps, unable to get oxygen from the air and with Tina closing, he DIVES out of the window.

MASTER - THE HARBOR

Larry, the fishman, dives out a second story window, splashing into the harbor water below.

DIR - An onlooker sees this?

INT. LARRY'S APARTMENT - SAME TIME

Tina walks into the room, sees the open window.

TINA
Larry?!

She rushes over, looks out to the ocean below, sees the white water from the splash.

TINA
LARRY! Oh, my God.

Tina rushes to a phone.

EXT. OCEAN - NIGHT

Larry falls through the ocean water, struggles as the transformation completes.

LARRY
(gurgling)
What's happening to me?!

Larry is a fish. He's long and narrow, still wears glasses and is clearly Larry Limpet in face and manner.

LARRY
Somebody help me!
(breaths water)
I'm drowning!
(breaths more water)
I'm drowning!
(settles down)
I'm not drowning. I should be drowning.
Why am I not drowning? I can breath.
(notices his fins)
And I have fins.
(spins around)
I'm a fish. I'm a fish. I'M A FISH!

(CONTINUED)

CONTINUED:

Larry swims joyfully, through the water, makes a b-line for the surface.

EXT. OCEAN SURFACE - NIGHT

We track quickly along, as Larry Limpet the fish LEAPS up out of the water, screaming...

LARRY
I'M A FIIIIISH!

Splashes back down.

EXT. OCEAN - CONTINUOUS

LARRY
I can swim. I mean, I could always swim,
but now I can swim!

Larry leisurely explores his new swim strokes.

LARRY
This feels sooo natural. Laa daa daa.

A school of fish swims by.

LARRY
Hi guys, how's school?
(laughs)
Jelly fish, don't get in any jams.
(sees a stone fish)
Stone fish, rock on.

He's suddenly facing a BIG OCTOPUS.

LARRY
Well, hi, Mr. Octopus! I'm Larry Limpet,
put 'er there and there and there and
there and there and there and there.
(reaches his fin out)

SCHPLOOOSH! Larry is engulfed in black ink. The Octopus swims off.

LARRY
(gags a bit)
Sorry, my fault, natural defense
mechanism.

Larry shakes ink off, turns a corner and...

A MILLION TINY FISH
AAAAAAAHHHHHHHHHHHHHHHHHH!

(CONTINUED)

CONTINUED:

A SCHOOL OF A THOUSAND SILVERSIDES (BAIT FISH) shriek like school girls, in complete terror. Larry is startled.

LEAD BAIT FISH
HE'S GONNA EAT US!!!

The fish again scream and cower.

BAIT FISH LINES: Dear, God!...No, please!...I'm too young!...

LARRY
Wait, I'm not going to eat you.

LEAD BAIT FISH
Yeah, right.

LARRY
Really, I'm not.

LEAD BAIT FISH
HE'S GOING TO TELL THE OTHER FISH WHERE
WE ARE AND THEY'RE GOING TO EAT US!

They shriek and cower.

LARRY
I'm not going to do any of that. Why are you all so afraid?

LEAD BAIT FISH
Do you know who we are?

LARRY
Sure, Silversides, tiny silver, fork-tailed schooling fish.

LEAD BAIT FISH
More commonly known as bait fish.
Everybody wants to eat us. We go too deep, we got the catfish, we go too high we get picked off by...y'know...

LARRY
Seagulls?

LEAD BAIT FISH
Aaaaggghhhh!

WHOOOOOSH! In an instant they're all gone.

(CONTINUED)

CONTINUED: (2)

LARRY

Wow. They sure spook easy. And over the mere mention of the word 'seagull'...I tell you, I --

Behind Larry rises a HUGE GREAT WHITE SHARK. It is WHITEY, his menacing jaws and lifeless eyes are an awesome sight. Larry turns and sees him.

LARRY

(nervously)

Oh, man oh man, you're not a sea gull, are ya? Heh heh! You're Carcharodon carcharias. Great. White. Shark. Biggest teeth in the biz.

Whitey swims slowly forward, backing Larry up.

LARRY

You know, might I suggest a breath mint?

Whitey ROARS AND ATTACKS!

Larry TAKES OFF, maneuvers around, but Whitey is right on his tail.

CUT TO:

INT. LARRY'S APARTMENT - NIGHT

Police mill about. An Officer brushes the open window for finger prints, finds a gill print, shakes his head 'Naahh.'

George sits next to Tina. A detective, VINCE, questions her.

VINCE

Did he ever...dive out the window before? You know, say, during the Olympics, or the first day of spring...

Tina sobs.

GEORGE

Stop it, Vince. We're talking about Larry here!

VINCE

Hey, George, I don't come down to the docks and tell you how to board suspicious boats.

TINA

God, I feel horrible about this.

(CONTINUED)

CONTINUED:

Vince puts away his notebook.

VINCE
Hey, not your fault. Looks like a
probable suicide.

Tina and George exchange a guilty glance.

VINCE (cont'd.
Look, the important thing is, he's in a
better place now.

CUT TO:

EXT. OCEAN - CONTINUOUS

CHOMP! Larry barely escapes another bite. He stays just out
of reach, tries to reason with Whitey.

LARRY
AAAAGHHHHH!!! You know, you can get all
the protein you need from beans.

CHOMP! CHOMP! CHOMP!

Larry zips around the wreckage of an OLD SHIP. The CAMERA
FOLLOWS the action closely, like a wild IMAX ride.

LARRY
(giddy laughing)
I'm losin' him, I'm losin' him.

We pass a tail fin, realize Larry's swimming RIGHT ABOVE
WHITEY. He looks down.

LARRY
I FOUND HIM!

Whitey glances up, puts on the breaks. Larry continues,
hitting the mast of the old ship. He turns, sees Whitey GRIN
A HUNGRY GRIN. Whitey then CHARGES!

CLOSE ON LARRY

Breathing hard, starting to wheeze.

Whitey gets closer, closer, then...

LARRY
HOOOOOOOOOOOOOOOOOOONK!

His bronchial cough is devastating under water. Whitey is
TOSSED BACK into the distant ocean.

(CONTINUED)

CONTINUED:

LARRY
I never - ever - thought that would come
in handy. Wait 'til I tell...
(remembering)
Tina.

DISSOLVE TO:

EXT. OCEAN - NIGHT

Larry swims along sad and slow, shivers from the cold. The water is dark and ominous. Spooky creatures lurk in caves.

Larry swims down to a cave ledge, curls up against the hard stone. Cold, alone, he tries to sleep.

DISSOLVE TO:

EXT. HARBOR - MORNING

A fishing boat sits in the harbor, against a gorgeous ocean vista.

FISHERMAN
Ned, you gotta outsmart these varmints.

He casts. We follow his bait as it sinks into the water.

EXT. OCEAN - CONTINUOUS

We CONTINUE DOWN the line until we reach a GROUP OF GRAY SNAPPERS, gathered around, staring at a worm on the hook.

SNAPPER #1
You think it's a trick?

SNAPPER #2
I don't know, he's just kind of floating there.

SNAPPER #3
Whatever it is, it sure looks good.

SNAPPER #4
I'm gonna try it.

Snapper #4 EATS IT, THEN CHEWS.

(CONTINUED)

CONTINUED:

SNAPPER #4 (cont'd)
(chewing)
Not bad. Good. Kind of a metallic
aftertaste --

BOOM! -- He's yanked upward and out of the water. The other
three look at each other, not sure what happened.

SNAPPER #1
He left in a hurry.

EXT. OCEAN - MORNING

As Larry snoozes, the sand beneath him begins to move. Larry
slowly awakens, being nudged from beneath.

LARRY
What? Who's there?

CRUSTY
(muffled)
You're crushin' me. My feelers are numb!
Ayye, geez!

Larry gets up uncovering CRUSTY, a crotchety Hermit Crab.

LARRY
You...you can talk!

CRUSTY
Yeah, barely, after you flattened me all
night. Do I look like a bunk bed to you?
I'm sleeping on a rock, and you're
sleeping on me. What's that? And let me
tell you something, Thunderthighs, you
better lay off the plankton, 'cause you
are a load, baby.

Crusty rubs his sore neck.

LARRY
Sorry, I'm, I didn't know, I just -- I
mean...I suppose you could say I'm new to
the area. Wow. This is, let's just say,
I've had kind of an interesting night --

Crusty checks his "wrist" like he's wearing a watch.

CRUSTY
'Scuse me, how long is this anecdote?
'Cause I gotta pee, brush my gums, at
(MORE)

(CONTINUED)

CONTINUED:

CRUSTY (cont'd)
least let me get outta my jammies, okay
there, Shakespeare?

Crusty takes off his tiny shell, browses his "wardrobe" line
of shells. As he dresses:

LARRY
Pogeurus Polocaris. In common
terminology, you're a crustacean, a
Hermit Crab. Evolution has provided you
a hard outer shell or exoskeleton, seeing
as you're motivated mostly by fear.

A beat as the now-dressed Crusty stares at Larry.

CRUSTY
What happened to 'good morning?'

LARRY
I'm sorry. Good morning, Crusty. Can I
call you Crusty?

CRUSTY
No. No you can't.

LARRY
(playful)
Oh, c'mon, why not? It's cute! Besides,
since I became a fish, I'm quick, baby.
What are you gonna do, catch me? Huh?!
Crusty?

Larry teasingly darts around the calm Crusty, until Crusty
SNAPS him on the nose and holds him there.

LARRY
Crus - teeeeeee!!

CRUSTY TURNS RIGHT INTO CAMERA:

CRUSTY
Everybody's a smartass 'til they get
pinched.
(releasing him)
What do you mean, became a fish?

LARRY
Well, you see, until very recently I was
a man.

CRUSTY
Uh huh. Right. Heh heh. What a card.
Word of advice. Don't even joke about
air suckers down here.

(CONTINUED)

CONTINUED: (2)

LARRY
I'm not joking.

Crusty looks closely at Larry's face.

CRUSTY
Ohhhhh boy. Maybe you're not.

LARRY
Besides, what's wrong with...air suckers?

CRUSTY
'What's wrong with...' It's too early for
all this. I need a nice, strong, hot cup
of algae.

Crusty slides away.

LARRY
Nice...talkin' to you.
' (swimming on)
I'm kinda hungry myself.

Sees bait on a hook.

LARRY (cont'd)
Not that hungry.

FEMALE VOICE (O.S.)
Oww, ow!

Larry turns and sees LADYFISH, a beautiful, purple and orange
fish struggling at the end of a fishing line.

LARRY
Jumpin' Jonah. HANG ON!

Larry races over, snaps the line with his teeth.

LARRY
Are you okay?

LADYFISH
My mouth.

There's a small hook in her lip.

LARRY
Oh, let me help you with that.

Larry grasps the hook with his teeth, begins to delicately
pull it from her mouth, when his eyes lock onto hers. He's
captivated by her beauty, a real love moment, then...

(CONTINUED)

CONTINUED: (3)

LADYFISH
(lip outstretched by the hook)
This really hurts.

LARRY
Oh, the hook, right.

Larry removes the hook. She smiles sweetly.

LADYFISH
Thank you for helpng me.

Larry blushes.

LARRY
Oh, heck, it's nothin' really. When duty
calls, I'm the...duty doer.

Ladyfish notices Larry's glasses.

LADYFISH
What are those?

LARRY
Oh! My glasses. I can't see a thing
without them.

LADYFISH
They're kind of cute.

LARRY
Really? You think so?

Ladyfish playful nudges his glasses.

LADYFISH
I'm Ladyfish.

LARRY
I'm Larry. Larry Limpet.

Ladyfish smoothes around Larry's body.

LADYFISH
I've got an idea -- let's spawn.

LARRY
Sure! Sounds like - Whoa! What?!

LADYFISH
Don't worry, I know a safe cove where our
frantic convulsions won't be mistaken by
sharks as a sign of distress.

(CONTINUED)

CONTINUED: (4)

LARRY

Now, hold on a second here. Let's just take a breath, ah, I mean gulp. See, I can't just go off and do that. I'm in a relationship.

LADYFISH

What does that mean?

LARRY

Well, it means you're committed to someone else because you love them and you...

Larry begins to realize how hollow this sounds.

LARRY (cont'd)

...share your dreams with them... and help them even when you don't want to, and, and...you believe in each other...

He looks wistfully towards the surface.

LADYFISH

'Believe?' Sounds complicated. You sure you don't want to just go spawn?

LARRY

Yyyyyyyyyye--No.

LADYFISH

Alright, Limpet, if that's the way you feel. Thank you for helping me.

Ladyfish swims off. Larry thinks, then pursues a bit.

LARRY

Hey wait, Ladyfish! Can't we just...be friends?

She's gone.

CRUSTY (O.S.)

Smooth moves, Storyboy.

ANGLE - CRUSTY

On a rock next to Larry, sipping from a coffee mug.

CRUSTY

(mocking)

"Can't we just be friends?" Wow, that was lame.

(MORE)

(CONTINUED)

CONTINUED: (5)

CRUSTY (cont'd)
(thinks)
You're not one of those 'fertilize your
own eggs' kinda fish?

LARRY
Definitely nnnnot. You think I'll ever
see her again?

CRUSTY
No. No I don't. But hey...there's plenty
of fish in the ocean.

CRUSTY LOOKS DIRECTLY INTO THE CAMERA:

CRUSTY (cont'd)
Hey, I've been waiting my whole life to
say that.

Crusty hops onto Larry's back.

LARRY
What are you doin'?

CRUSTY
Well, I'm tired of crawling sideways and
you obviously need someone to show you
the ropes.

Larry smiles, takes off swimming.

LARRY
Thanks, Crusty.

CRUSTY
Ayyye, with the 'Crusty'. Just ... keep
your eyes on the reef.

EXT. OCEAN - DAY

Larry cruises along with Crusty on top.

CRUSTY
This is great. That sideways shuffle is
so...tiring! Heyyyy! --
(Larry jerks him)
-- Let me know when your gonna snap off a
left turn like that!

Larry slows as they approach a lounge area a true 'green'
room, with fish of all kinds relaxing, etc. A BLOWFISH,
UPCHUCK, swims up to them.

(CONTINUED)

CONTINUED:

CRUSTY (cont'd)
Hey, Upchuck, what's goin' on?

UPCHUCK
Got a glass-bottom in the perimeter.

CRUSTY
What do you know. This is Larry.

UPCHUCK
Hey, Larry. Where you from?

LARRY
From up...
(off Crusty's look)
..uhhhAlaska.

UPCHUCK
Too cold for my blood. You're a better
fish than I.

LARRY
So, Upchuck, can I ask why...?

UPCHUCK
I get seasick when I blow up.

CRUSTY
Kinda takes the edge off his beauty.

Crusty looks around at the low-key fish, sipping drinks,
playing cards, reading papers, etc... Larry is amazed. He
listens to Crusty and Upchuck converse like neighbors.

CRUSTY (cont'd)
Pretty uninspired bunch for havin' a boat
in the perimeter.

UPCHUCK
Yeah, nobody wants to do the three
o'clock show anymore. I mean, heck, even
I was up late last night, packing.

CRUSTY
Headed out?

UPCHUCK
Moving the family down to the southern
reef.

CRUSTY
Don't blame you. I may shove off myself.

(CONTINUED)

CONTINUED: (2)

UPCHUCK

You should check with Doc --

We see DOC, a wiry swordfish type.

UPCHUCK (CONT. O.S.)

He's got a singles condo in Barbados.

CRUSTY

Cool. Hey, I overheard Butch say --

We see BUTCH, a world-weary lobster.

CRUSTY (CONT. O.S.)

-- he's got some sweet deal on the Gulf Coast.

Larry can take no more.

LARRY

'Scuse me, gentlemen. Why is everyone moving?

UPCHUCK

All the banging and shaking and harpooning, and the kidnapping, with those nets -- crime has skyrocketed. It's too much. I mean, I got guppies.

LARRY

Who's doing it?

UPCHUCK & CRUSTY

Air suckers.

LARRY

Which ones?

UPCHUCK

Down here they all look alike -- Rubber suit, nice watch, and that glass snout thingie.

LARRY

Well, you can bet Andre Lamarque will get to the bottom of it.

ANGLE - A TOUR BOAT CRUISES OVERHEAD

CRUSTY

Here they come. C'mon Larry, let's help
out Upchuck.

The SHADOW from the boat dims the light like a movie theater.
They all look upward.

INT. GLASS BOTTOM BOAT · DAY

A fat tourist spots Upchuck.

TOURIST

Oh, there's one! Look at his colors!

EXT. OCEAN - CONTINUOUS

The fish view the tourists through the glass bottom. Upchuck
blows up.

UPCHUCK

My colors?! Look at you colors, tubby.

CRUSTY

Yeah, is that a shirt or a skydiving
target?!

UPCHUCK

Oh, man, I'm gonna be sick.

CRUSTY

Look at that toupee on that other guy's
head. I think it's a river rat.

A lady starts MAKING FISH FACES THROUGH THE GLASS.

CRUSTY

What's she doin'?

UPCHUCK

Mayday!

Upchuck swims away, and we hear him groan..

CRUSTY

Geez, she might make me sick.

Crusty slides off Larry, but Larry is MEZMERIZED -- he swims
right up to the glass.

INT. GLASS BOTTOM BOAT · DAY

LADY TOURIST POV - A FREAKY, HUMAN FACED FISH, RETURNING HER STARE. SHE STICKS HER TONGUE OUT.

LARRY
(to himself)
From this angle, they are kinda scary.

She blows up her cheeks grotesquely. LARRY HAS SEEN ENOUGH!!
He turns and addresses the small gathering of fish.

LARRY (cont'd)
(to crowd)
I'll help you find out who the bad air suckers are. I've got...I've got... contacts.

FISH
(quietly enthused)
Hey, cool, thanks, alright, etc.

UPCHUCK
Everybody, this is Larry! He's from...
(to Larry)
...Alaska, right?

OCEAN - DAY

Crusty rides Larry through pretty ocean.

LARRY
Wow! I never saw us air suckers in such a bad light - until today.

CRUSTY
Stop with the 'us', okay? I'm your 'us' now. You're here. They're them. And we're us!

A wonderful moment as Larry absorbs this...but then...
Crusty's nose crinkles.

CRUSTY (cont'd)
Whew! Somethin' stinks -- did you rip one, Larry?

LARRY
No! You woulda seen bubbles! Peee Uuuu!
What is that?!

Larry sees two fat feet and gets very angry.

(CONTINUED)

CONTINUED:

LARRY (CONT'D)

Let's start that Air sucker cleanup operation right now, shall we?

EXT. DOCKS - DAY

Big fat MAC grabs a beer and sees his fish line yank.

MAC

Man, big one!

Mac begins reeling in.

MAC (CONT'D)

Come to Papa, baby.

Mac YANKS the pole, revealing LARRY LIMPET THE FISH hanging onto the line with one fin, hook dangling from the other.

Mac stares wide eyed. Larry FLIPS his way up Mac's body, grabs him by the collar, leans into his face.

LARRY

LOOOOK YO0000U! This is how it's going to be from now on. First off, keep your filthy fat feet out of the water. We're having a hard enough time keeping the ecosystem in order without having to worry about any added fungi from your stinky stumps. Second, the ocean is not your personal garbage can. Do you understand that, barley belly?!

Mac nods.

MAC

The, ah, ocean is not m-my p-personal garbage can.

LARRY

And third, this thing...

(hooks the hook on Mac's lower lip)

HURTS!

Larry yanks the hook - and Mac's head -- in several directions.

(CONTINUED)

CONTINUED:

LARRY (cont'd)
 (polite)
 I hope I've given you a new perspective.
 (pulls hook down and
 ventriloquist's Mac's voice)
 "Why, yes you have, and I will try to be
 more sensitive in the future. Thank you,
 oh Wise Fish."
 (back as himself)
 DON'T MENTION IT!

Mac SCREAMS, gets up and lumbers away, terrified.

ANGLE - THE FISH LAYING IN THE BUCKET

BUCKET FISH
 WOOO HOOO! Yeah! Way to go, dude!

Larry tips the bucket with his tail, dives back into the harbor.

CRUSTY
 'Wise fish.' Nice touch.

LARRY
 Thanks.

DISSOLVE TO:

EXT. THE BASS HOLE - NIGHT

UPBEAT MUSIC emanates from the Bass Hole's beachside deck.
 People mill about. Pull back to see: Larry and Crusty,
 floating nearby.

LARRY
 Here. This is a good spot for a little
 reconnaissance.

CRUSTY
 Don't get too close. They like to spit.

LARRY AND CRUSTY'S POV -

We see Old Coot and Clotchety Lady from the town meeting...

OLD COOT
 (bragging)
 Had a tourist in the shop today.

(CONTINUED)

CONTINUED:

CROTCHETY LADY

Did they do anything more than use the
pisspot?

OLD COOT

(chastened)

No.

CROTCHETY LADY

You owe me a Shirley Temple.

OLD COOT

Nuts!

We see Vince the detective, and Emmet, talking to Mac.

VINCE

Mac, listen, how many times do I gotta
remind you, you can't fish in --

MAC

(in a trance)

The ocean is not my personal garbage can.

VINCE

(surprised)

What?

EMMET

Are you drunk, Mac?

MAC

The ocean is not my personal garbage can.

Then we see...George and Tina! LARRY FREEZES! They stand near
each other at a railing, smile, then -- TOUCH HANDS! Larry's
shaken.

CRUSTY

Hey -- you okay?

LARRY

No.

CRUSTY

Let's knock off, partner. Time we had a
libation ourselves. Head down.

Larry doesn't move, still locked on George and Tina. Crusty
sees this.

CRUSTY (cont'd)

C'mon, buddy. Down.

(CONTINUED)

CONTINUED: (2)

We pull away from them, revealing a bus tray with half-full wine glasses spilling through the side rail.

The Club Band kicks into an upbeat song, as the CAMERA TRAVELS DOWN into...

EXT. OCEAN - UNDER THE DOCKS - CONTINUOUS

The music reverberates under the water. We settle on the GRAY SNAPPERS, bobbing their heads to the beat of the music.

SNAPPER #1 gulps the stream of red wine.

ALL SNAPPERS
GO, GO, GO, GO, GO, GO...

SNAPPER #1 woozily floats away.

ALL SNAPPERS
Alright! Wooooo!

PAN TO REVEAL - FISH NIGHT CLUB UNDER THE DOCKS

Fish are gathered in clusters, dancing, mingling.

ANGLE - AN OCTOPUS

Putting the moves on a female fish.

FEMALE FISH
I think spirituality is important.

OCTOPUS
Couldn't agree with you more.

He puts a lecherous tentacle on her. She slaps it away. He lays another on her, then another, etc.

FEMALE FISH
Hey.
(WHACK)
Hey.
(WHACK)
Hey, HEY!
(WHACK! WHACK!)

We MOVE past to a TABLE-LIKE ROCK. THREE BEATNIK GOAT FISH, A TUNA and a couple others.

TUNA
It's hypocrisy, man. Thousands of us
Tuna get netted, but ONE dolphin gets
snagged, that was EATING US, and suddenly
(MORE)

(CONTINUED)

CONTINUED:

TUNA (cont'd)
it's the end of the world! I'm sick of
the whole precious mammal thing. I will
not dance on my tail, man. If that's
what it takes, put me in the can right
now.

The Goat Fish nod and sip on the poisonous quills of a
Scorpion Fish.

We CRUISE THROUGH THE DANCE FLOOR, Lobsters SNAP to the
music. We pass several WILDLY DANCING fish.

We CONTINUE on to a BAR-LIKE overturned SUNKEN ROW BOAT. A
FISH with a big hole in his STRETCHED OUT LIP holds court.

FISH
No, I'm tellin' ya man, I was in the boat
-- but I did, like, this flip kick, and
here I am.

FISH #2
You gotta show me that kick.

ANGLE - LARRY AND CRUSTY ENTERING THE BAR

Crusty rides on Larry's back.

GOATFISH
Hey, look -- under Crusty's butt -- it's
the dude who nailed Fat Feet!

Larry gets a nice little round of applause from the crowd.

CRUSTY
(in Larry's ear)
See? Relax. You'll be fine.

They belly up to the bar.

LARRY
Hi there! I'll take a sloe gin fizz.

CRUSTY
Make it two.

Two fish swim up -- IT'S OPRAH AND TINY!

OPRAH AND TINY
Larry?!

(CONTINUED)

CONTINUED:

LARRY

Hi.

(recognizing)

Hiiiiii!!! Oprah! Tiny!

OPRAH

We haven't seen you since --

LARRY

Ahhhhhlaska!! You look good. Tiny, how'd you get here?!

TINY

Let's just say that guy you left me with was not a fish guy.

OPRAH

Hey Larry, can I ask you -- what was all that crap about us killin' Kennedy?

TINY

I mean, we believe in the two gun theory.

OPRAH

But we're fish, we couldn't survive on the grassy knoll. You know what I'm saying?

CRUSTY

I'm with you. I think it was the Mob.

Suddenly, Larry spots LADYFISH hanging by the row boat. She turns, they make eye contact. She quickly looks away.

Larry swims off. CRUSTY LOOKS RIGHT INTO THE CAMERA:

CRUSTY

(smiling)

Don't worry about me. I'll get another ride.

Larry reaches Ladyfish.

LARRY

Hi.

LADYFISH

Hi.

LARRY

Listen, about this morning, I'm sorry. It's just that...I've got so much on my mind.

(CONTINUED)

CONTINUED: (2)

LADYFISH

It's okay. I came on a little strong myself.

LARRY

Oh, it was...flattering.

LADYFISH

Let's go for a swim.

LARRY

Okay.

She pulls Larry away by the fin.

LARRY

(wary)

Are you taking me to spawn?

LADYFISH

(laughs)

No. Just relax.

They swim off, as a ROMANTIC BALLAD emanates from the club.

They swim past the Gray Snappers, now totally sloshed on liquor.

SNAPPER #2

(mushy)

Lookathat...aww, I love you guys.

OTHER SNAPPERS

Shut up.

EXT. OCEAN - NIGHT

Larry and Ladyfish swim along, intermingle with an effortless grace.

LADYFISH

You're amazingly graceful, Limpet.

LARRY

(surprised)

I am, aren't I?

They gaze into each other's eyes.

(CONTINUED)

CONTINUED:

LADYFISH

Come with me, there's something I want to show you. I just want you to...get to know me better. To know all of us better.

EXT. CAVERNS - NIGHT

Limpet and Ladyfish travel through monolithic rock structures and strange passageways.

WE SEE A GIGANTIC, SHARP CORAL WALL

Ladyfish swims straight for it.

LARRY

So, uh, this is a dead end, huh?

She grabs Larry's fin, pulls him along.

LARRY

We're gonna crash, pull up, PULL UP--

They near collision, when at the last second, the living wall SPLITS APART, it's spongy texture now apparent.

Larry looks around in wonder at the red sea-like parting around him. He spots an exit point up ahead.

CLOSE ON - LARRY

as he approaches the opening. A golden light illuminates his awed face.

LARRY'S POV - DOWN UNDER

It is awesome. A self illuminated "city" of gigantic, organic sea structures. The colors are mesmerizing, the scope daunting. Starfish shimmer across the ceiling, like a star lit night.

LARRY

I can't believe it. Nothing like this exists.

A school of fish swim by. They look like SINGLE EYEBALLS WITH GILLS AND FINS.

LARRY

There's no such thing as those.

A BLOBBY CREATURE passes, separating from and re-joining itself together to move along.

(CONTINUED)

CONTINUED:

LARRY
That's not physically possible.

Larry swims over to a magical reef. The coral glitters, the urchins shine.

LARRY
This coral, the entire reef. None of this has been documented.

LARRY
What is this place?

LADYFISH
This is the beginning. The place where all new life forms are created. The only place left where fish are safe. It's still...it's still nice and simple here.

LARRY
It's amazing.

They pull close. Larry KISSES her. She SUCKS IN HALF OF LARRY'S FACE.

LARRY
(continuing; mumbles)
Too much suction. Too much suction!

Ladyfish releases.

LADYFISH
I'm just not good at this 'kiss.'

Ladyfish begins tickling Larry with her tail.

LARRY
Whoa, what's that?

LADYFISH
(sly smile)
The Tail Tickle.

LARRY
Wowwww, listennn, yikeees, NICE! I would love to...be with you...but...

Larry looks down at his crotch.

LARRY (cont'd)
I don't seem to have...I'm not sure how this works?

(CONTINUED)

CONTINUED: (2)

LADYFISH

I'm pretty sure I can help you.

They giggle and twirl. Larry slowly gets pulled down out of frame.

DISSOLVE TO:

EXT. HARBOR - MORNING

The sun peaks above the horizon.

EXT. DOWN UNDER - MORNING

PAN TO REVEAL - LARRY AND LADYFISH

Sleeping soundly. Larry yawns, places a fin over Ladyfish. Their eyes open simultaneously, smile at one another.

LADYFISH

Morning, Limpet. Did you sleep well?

LARRY

It was the best night of sleep I ever had. In fact it was the best night I've ever had. I feel like everything is going to turn out just perfectllllllllyy.

RUMBLE! The coral garden around them SHAKES.

LARRY

What the heck was thaaaaaat?

The vibrations grow in intensity. Starfish are dislodged from the ceiling, drift down.

LADYFISH

Oh no, not again.

She swims off, Larry follows after. They avoid falling debris.

EXT. DOWN UNDER

A sea of fish stream into Down Under.

FISH

They're back! They're back!

Larry swims over.

LARRY

Who's back?

(CONTINUED)

CONTINUED:

FISH
Air suckers.

Larry turns to Ladyfish.

LARRY
I've got to see what's going on. I
promised.

LADYFISH
Be careful!

LARRY
I'll be back.

EXT. DOWN UNDER ENTRANCE

Larry battles his way past the streaming fish.

LARRY
Excuse me, pardon me, excuse me...

Larry darts through the water until he sees:

SEVERAL SCUBA DIVERS MAN UNDERWATER JACKHAMMERS

taking apart a colorful reef. A SUBMERSIBLE ROV ON
MECHANICAL SPIDER LEGS, DRILLS THROUGH THE REEF.

DIR - Set up bulldozer subs

Other DIVERS man HUGE NETS, capture exotic and other species
of fleeing fish.

LARRY
Somebody's got to do something.

Larry swims over behind MYLO, a diver working the reef.

LARRY
Sir, but this is a protected area!

Mylo can't hear Larry over the jack hammer. Larry swims
around to his mask.

LARRY
(continuing; polite, but
shouting over the jackhammer)
Pardon me, hello? You're really not
supposed to do this here!

(CONTINUED)

CONTINUED:

DIR - Larry close, Mylo looks up slowly.

Mylo's jaw drops, the jack hammer quiets.

LARRY

(casual)

Thank you. And if you could please inform your buddies, there's no netting in these waters. You could get yourselves in a lot of trouble.

Mylo SCREAMS, bubbles spill out all around him, he races for the surface. Other divers notice and follow.

LARRY

Well, that settles that.

Larry notices two of the divers hauling nets of fish.

LARRY

Hey! You can't take those!

(swims after the divers)

Whoa! Bring those fish back here!

(sotto, swimming to surface)

I'm going to get the name of their boat and then I'm gonna report it, to someone... I know, Andre LaMarque!

EXT. OCEAN SURFACE - MORNING - CONTINUOUS

Larry peers his head above the water.

LARRY

Maybe he'll make me the mascot of the Manta Raaaaaaay.

Larry stops cold, seeing "MANTA RAY" printed on the boat. Lamarque stands on the back deck. Larry GASPS IN HORROR, submerges as the boat engines roar.

INT. LAMARQUE'S BOAT - LOWER DECK - NIGHT

LaMarque BURSTS through swinging doors, followed by Mylo.

MYLO

I'm telling you, it said--

LAMARQUE

If you mention the talking fish again, I will make pate of your tongue, and feed
(MORE)

(CONTINUED)

CONTINUED:

LAMARQUE (cont'd)
it to the pelicans. Now, go to sick bay
and take many pills.

Mylo leaves. LaMarque hits a button and a FALSE WALL opens
revealing a HIGH TECH LAIR, portals look out into the sea.

INT. LAMARQUE'S UNDERSEA LAIR - BRIDGE

LaMarque walks up to BILLUPS, techy and first in command.
Billups flips up his virtual goggles.

LAMARQUE
What is your progressing?

BILLUPS
You mean, 'what is my progress?'

LaMarque glares at him, he continues.

BILLUPS
We've discovered five more species of
anemone not previously documented. We're
getting closer.

LAMARQUE
What is closer to me? It is piss.
(to Billups)
What is closer to me?

LaMarque waits for a response.

BILLUPS
Piss?

LAMARQUE
Yes! We are HERE! All of clues point to
this place. New species of fish, but no
spawning grounds or eggs. There is a
secret place they are going, I know it to
be, And when I discover it, the findings
will be priceless!

BILLUPS
Wouldn't it be enough just to be the man
that discovered such a place?

LAMARQUE
You would like that, would you not? Pat
me on my little French back, give me
banquet with bad meats and cheeses, let
some American televisiooon network screw
and bolt me so they alone can sell my
videotapes and make the big American
dollars while I must stay here with youuu
(MORE)

(CONTINUED)

CONTINUED:

LAMARQUE (cont'd)
reeking of tuna juice and looking for a
purple turtle? No!! I will find this
place and make your big American moola!

BILLUPS
I'm Canadian.

LAMARQUE
You are a barnacle on my buttocks! and if
you have any smartness, you will hang on
for the riding!

BILLUPS
For the ride.

LAMARQUE
(glaring)
I could drown you while you nap.

EXT. OCEAN - DAY

Larry commiserates with Crusty.

LARRY
Of all people, Andre Lamarque! Why?

A beat.

CRUSTY
I hear he got shafted on his TV contract.

LARRY
I just can't believe it.

CRUSTY
You'll learn. Nothing air suckers do
surprises me. It's because of them we've
got to move it or lose it.

Larry straightens up.

LARRY
Or fight it.

CRUSTY
Larry, they have nets and harpoons and
explosives. We're fish. We don't even
have opposable thumbs. We need help.

(CONTINUED)

CONTINUED:

LARRY
(determined)
I'll get help.

CUT TO:

EXT. OCEAN SURFACE - DAY

A COAST GUARD BOAT careens across the wavy water. Middle of nowhere. George mans the controls.

Larry begins leaping out of the water alongside the boat.

LARRY
(continuing; claps fins)
George! Hey! Yo! GEOOOOORGE!

CLOSE ON - GEORGE

Hearing Larry's voice over the engine calling for him. He gets a creeped out look, shuts it from his mind.

LARRY (O.S.)
Hey, George.

George stops the boat, looks around. Sees no one.

LARRY
I need to talk to you, George.

GEORGE
(spins around)
Who is that?

LARRY
It's me, George. Don't you recognize my voice?

GEORGE
(whispers)
Larry? Are you still alive?

LARRY
Yes, George. I'm alive. I'm a fish. Turn around.

George turns around. He passes out. Larry takes a mouthful of water, squirts it in his face. George wakes.

LARRY
You alright, George?

(CONTINUED)

CONTINUED:

GEORGE
Larry...You're a fish.

LARRY
Yeah, isn't it great? I think I'm really
comin' into my own.

GEORGE
You're not real.
(laughing)
The engine noise has fried my brain.

LARRY
Oh, I'm real, George, just touch me,
you'll see.

George very tentatively reaches out and touches Larry.

LARRY
Don't go against the scales.

GEORGE
Oh, my god. You're a fish.

LARRY
(does a quick flip)
Pretty neat, huh? Listen, George, I
gotta tell you something very important.
Remember what I said at the town meeting,
that the fish are leaving. I was right.

GEORGE
You're a fish.

LARRY
We need to get past the fish thing now,
George.

GEORGE
(feeble)
Okay.

LARRY
Andre LaMarque is a fake. He and his men
are pillaging the reefs, netting rare
fish and threatening the balance of
nature. Ocean dies, we die.

GEORGE
Andre LaMarque?! Are you nuts?

(CONTINUED)

CONTINUED: (2)

LARRY

I saw him with my own eyes. He's the one that's been scaring the fish away.

GEORGE

Larry, he's Andre LaMarque! Get real.

(to himself)

I'm actually talking to a fish that used to me a man who loved fish about arresting the man who's the most beloved lover of fish ever! Ohhh, man!

LARRY

George, Lamarque is a bad guy. Go to his boat, you'll find fish and reef specimens, I know it.

GEORGE

How do I know I'm not going insane and that it's you?

LARRY

I brought a walrus penis to a town meeting.

GEORGE

Larry!

Larry dives into the water.

INT. RESTAURANT - NIGHT

George and Tina give their orders to a waiter.

TINA

I'll have the swordfish.

George shudders.

GEORGE

I'll have a hot dog.

Tina and the waiter stare deadpan at George a beat. The waiter exits. Tina eats crablegs appetizers. George can't bear the thought, tries to make small talk.

GEORGE

I fixed the blue light on the top of the boat, so now, when I hit the siren, both the red and the blue lights flash.

(CONTINUED)

CONTINUED:

TINA
(mouthful)
Much better.

GEORGE
I got a new welcome mat for the
lighthouse. Two little kitties.

TINA
(mouthful)
Cute.

GEORGE
I talked to Larry today.

TINA FREEZES, crab leg in her mouth

GEORGE (cont'd)
He's...lost a little weight. He's a fish.
Tina spits out the crab leg and faints in her salad.

EXT. OCEAN SURFACE - DAY

George's COAST GUARD BOAT careens across the ocean surface.
George is unshaven, looking a bit disheveled but determined.
Two cadets ride along, slightly concerned about their speed.

EXT. MANTA RAY - SAME TIME

Lamarque's crew sees George coming.

MYLO
Cops! Cops! Cops!

The call echoes through the Manta Ray -- Crewmen stuff exotic
fish into JELLO MOLDS, TOILETS, A VAT OF SALSA, PITCHER OF
ICED TEA, BATHWATER, anything to hide them. As George docks
and boards, a panicked sailor grabs a loose chartreuse eel
and SLAPS HIM ON HIS PANTS AS A BELT.

EXT. LAMARQUE'S BOAT - DAY

George approaches Lamarque.

LAMARQUE
Welcome, my unkempt captain. To what owe
do I honor this visit on such a beautiful
and yet very, very busy filled day?

(CONTINUED)

CONTINUED:

GEORGE
Captain Lamarque, you and I will stay
right here while my men search your
vessel.

The Coast Guards head off to search the boat.

LAMARQUE
Search?! And maybe I can know what
offenses I have performed in you?

GEORGE
Pillaging the reef and netting exotic
species of fish in a government protected
area.

Lamarque starts laughing. His men don't join in, and he has
to CUE THEM to join in when George briefly looks away. Now
there is way too much laughter. Lamarque cues its end.

LAMARQUE
Ohhhh, mon capitan, is this a set-up for
one of Mr. Dick Clark's Blunderous
Floopers?

The two cadets re-enter.

COAST GUARD #2
Nothing.

GEORGE
What do you mean?

COAST GUARD
Research equipment, books, sailing gear,
no exotic fish.

George looks at him. The eel belt slips, but Lamarque's man
wrestles it into place before anyone notices.

LAMARQUE
You are serious?! You walk into my house
and slap at my face? You insult me,
myself, eh moi?
(softens)
I must make pity on you.

Off George's egg-stained face we:

INT. COAST GUARD STATION - ADMIRAL RAINS QUARTERS - DAY

Disheveled George stands silent as bellicose Admiral Rains reems him out.

ADMIRAL RAINS

(screaming)

Lamarque screamed at me so loud I started to hear him in my bad ear! Now, where in Sam Hill did you get this cockamamie info?

GEORGE

I'd rather not say, sir.

ADMIRAL RAINS

I'll transfer you to New Jersey.

GEORGE

It was Larry Limpet.

ADMIRAL RAINS

What?! That Coast Guard wannabe, wacko friend of yours with the fish weenie bone who jumped out his window over a dame?

GEORGE

He didn't jump sir. He turned into a fish. And he saw some suspicious activity down there and so he stopped me on patrol the other day --

ADMIRAL RAINS

-- George! Stop it! Now, I owe you one, son, for keepin' my name out of Tailhook, so I won't report this, but you just ~~stop~~ sniffing paint stripper and snap out of it before photos of you and a salmon pop up in the Enquirer!

Off George's look, we:

EXT. OCEAN - DAY

ANGLE - A STUNNING SUNSET

Multiple colors backdrop the vast seascape.

Ladyfish tugs at Larry under the water.

(CONTINUED)

CONTINUED:

LADYFISH

What are you doing? It's dangerous up there.

LARRY

Come on up, you've got to see this.

Tentatively, Ladyfish peaks her head above the surface. She is stunned by the beauty, totally mesmerized. Unconsciously, she snuggles up next to Larry, surprising him.

ANGLE FROM BEHIND - LARRY AND LADYFISH

LADYFISH

It's so beautiful. Let's go touch it.

LARRY

Well, actually it looks a lot closer than it really is. It's kind of an illusion. Like, the sound of that boat behind us. It's probably miles away, but it sounds like it's --

Larry turns.

LARRY

-- Right behind us!

SMASH CUT TO:

A BOAT BEARING DOWN RIGHT ON THEM!

LARRY

LOOK OUT!

Larry pushes Ladyfish out of the way and dives for cover as the boat passes. We see "MANTA RAY" across the back.

LARRY

That's LaMarque's boat! Ladyfish, tell the others it's not safe yet. I've got to find out what happened to George.

Larry takes off.

EXT. COAST GUARD DOCKS NIGHT

Larry pops from the water and scans the dock for the phone.

(CONTINUED)

CONTINUED:

Larry submerges as a sentinel walks by, then comes FLYING OUT OF THE WATER, KNOCKS THE PHONE from the dock to a lower pylon.

ON LARRY

flipping over to the phone, punches numbers with his fin.

LARRY

C'mon, don't make me use my Sprint code.

INT. GEORGE'S APARTMENT - BEDROOM - NIGHT

George is sound asleep in bed. The phone wakes him, he picks up.

GEORGE

Yeah.

LARRY (O.S.)

George, this is Larry.

GEORGE

How in God's name did you dial?

EXT. DOCKS - CONTINUOUS

Larry has the phone propped up to his ear.

INTERCUT PHONE CONVERSATION LARRY & GEORGE

LARRY

What happened, George? Didn't you go after LaMarque?

GEORGE

Oh, I went after LaMarque alright, and made an ass out of myself. There was nothing on board, Larry!

(to himself)

I can't believe this, I'm going insane.

LARRY

You're not insane, George.

GEORGE

Yes! Yes, Larry, I am! This is exactly what happens to insane people. They get calls in the middle of the night from fish!

(CONTINUED)

CONTINUED:

LARRY
He must have gotten rid of the catch.

GEORGE
(stands, commanding)
BE GONE, APPARITION!

George THROWS the phone across the room. Lies down on his bed.

LARRY (O.S.)
George? George? Pick up the phone,
George.

George crawls over, reluctantly holds the phone to his ear.

LARRY
Ocean dies, we die, George.

GEORGE
I can't help you, Larry. Admiral Rains--
I'll lose my job.

LARRY
I'm going to make it so you can catch
them right in the act. You'll be a hero,
George.

GEORGE
Please, just stop.

LARRY
Tomorrow morning. Get your cutter fired
up early. LaMarque goes out right at
dawn. When I find him, I'll give you a
signal.

GEORGE
Signal? What signal?

LARRY
Just...remember the town meeting.

Larry hangs up, turns to leave but blocking his path is...

THE BIG ALLEY CAT

The Cat licks it's chops.

LARRY
(nice tone throughout)
- It's okay, good Kitty. Be a nice
(MORE)

(CONTINUED)

CONTINUED:

LARRY (cont'd)
horrible, filthy looking beast and go
back to hell. Devil's got yum yums.

The Cat crouches into attack position, then LEAPS! Larry
flips away like crazy, crosses a road.

INT. CAR - CONTINUOUS

Vince the detective drives along, spots Larry in the road,
like a deer in headlights.

VINCE
Aaaghh!

He swerves, Larry disappears. Vince calmly takes out his
notebook.

VINCE
(writing)
Re-open...Limpet...file.

EXT. DOCK - NIGHT

A tired, water-starved Larry tries to make it to the end of
the dock, but the cat corners him.

LARRY
(way out of breath)
I wish, I wish, I wish I was a dog. I
wish I was a dog...ahh nuts.

Just as the cat is going to strike -- a CRAB CLAW clamps on
the cat's tail! As the cat WAILS, Crusty steps out:

CRUSTY
(calmly)
Start looking for a half-eaten taco,
pussface, 'cause seafood is not on the
menu tonight.

Larry dives in the water as Crusty releases the cat. Crusty
follows.

EXT. OCEAN - NIGHT

LARRY
Thanks, buddy.

(CONTINUED)

CONTINUED:

CRUSTY

Lucky I was walkin' home. So, what happened to your air-suckin' hero?

LARRY

New plan. We're setting a trap.

CRUSTY

Whoa! Don't say that word around me.

EXT. OCEAN - CORAL REEF - DAWN

Inspiring music plays. We see Larry alone at first, silent but focused -- then as we widen out, we see a thousand other fish, of all types, waiting. Larry turns to them.

LARRY

Okay, men, women...uh,others -- we are going to surprise the enemy. We'll make them think we're lounging around here, not a care in the world -- but when I give the signal I want you to swim away.

ALL THE FISH

(getting it)

Swim away, yeah, swim away, right...

LARRY

This way the good air suckers will know exactly where to find the bad air suckers, and we'll be a safe distance away.

BLOWFISH

What's the signal, Larry?

LARRY

Ever heard an oil tanker stuck on a sandbar?

BLOWFISH

Wow. Good signal.

A group of JELLYFISH smooth over.

JELLY

Is there anything we can do?

(CONTINUED)

CONTINUED:

LARRY

No, I don't think -- YES!! Jellifaris Polaris! You don't have eyes, yet you can see! You lack a physical brain, yet you think and feel by sharing one thought process! In fact, your system of communication is one of the most perfect on earth. And, most air suckers think you're just prickly floormats who sting their kids during Spring Break. In short -
- the perfect lookouts!

Whatever Jelly is speaking illuminates.

JELLY #1

We're on it, dude!

JELLY #2

We'll be the lookouts!

JELLY #3

Let's go, troops, double time.

The Jellies push off, whooping and cheering. Larry turns back to the gathered throng.

LARRY

Alright fish! Everything's in place.
Now...just look natural.

Larry assumes his unnatural looking fish face.

EXT. OCEAN SURFACE - MORNING

GEORGE'S BOAT SITS FLOATING

George is looking so unkempt it almost looks good. He stands on deck holding binoculars. A SONAR TECH wears earphones, intently awaiting any sound.

CADET

Sir, technically, we're not supposed to be here.

GEORGE

Okay, then, you know something ensign? We're pirates. Okay? Does that help?! Now we can be anywhere we want, right, matey?!

(CONTINUED)

CONTINUED:

CADET

Right, sir. I mean, Arghh, sir.

EXT. OCEAN - CONTINUOUS

Fish line the reef in wait. Larry looks around, attentive. Ladyfish swims over, joins him.

LADYFISH

Are you alright, Limpet?

LARRY

Well, it's just that everyone's counting on me and if this fail, the town dies, the fish die, everybody dies. I guess you could say, that's working on me a teensy little bit.

LADYFISH

I'll stay right here with you.

Larry looks into Ladyfish's eyes -- SUDDENLY, A NET DROPS OVER HER, JUST MISSING HIM!

Divers are everywhere. Fish are being netted right and left.

The Grey Snappers frantically dodge nets.

SNAPPER #1

I didn't hear a signal!

SNAPPER #2

I could swear I was payin' attention!

They take off, other fish aren't so lucky. Limpet swims after the netted Ladyfish and passes some jellyfish.

LARRY

(to the Jellys)

I thought you were looking out!

JELLY

We sent a warning surge!

(realizing)

Oh, that's right! You can't communicate telepathically, can you?

LARRY

No, I can't! George, I've got to signal George.

(CONTINUED)

CONTINUED:

Larry BREATHES IN TO HONK BUT IS BONKED ON THE HEAD BY A SUBMERSIBLE, he drifts to the ocean floor, out cold.

EXT. OCEAN SURFACE - GEORGE'S BOAT -- MORNING

George glances to the sonar tech, who shakes a "no." A boat approaches George.

COAST GUARD
Sir, it's Admiral Rains, one mile off
starboard.

GEORGE
Oh, fishpoop! C'mon Larry, give me the
sign...

EXT. OCEAN - CONTINUOUS

Crusty snaps his claws at a diver.

CRUSTY
Let's go, wind sucker, I got a pink belt
in self defense!

He gets scooped into a net from behind.

CRUSTY (cont'd)
Comin' up behind me? What kinda
chickenfish move is that?

ON THE OCEAN FLOOR

Larry starts to come to, but he's lost his glasses.

LARRY
Ladyfish.

Larry makes a b-line for the surface.

EXT. OCEAN SURFACE - LAMARQUE'S BOAT - MORNING

Divers hoist their catches aboard. Larry bursts above the surface and struggles to focus.

LARRY'S POV: THE BLURRED IMAGE OF LADYFISH

lying on the deck of the boat in a net. She gasps for air. Larry starts towards her, but the engine revs and the boat peels off.

Finally, in desperation and anger, blime Larry HOOONNNNKS!

EXT. LAMARQUE'S BOAT - DAY

The boat ROCKS. LaMarque braces himself. The crew looks around in panic.

INT. LAMARQUE'S LAIR - SAME TIME

The SONAR TECH RIPS his headphones from his head.

TECH
Aaaaghhh!

INT. GEORGE'S BOAT - SAME TIME

George's sonar tech rips his headphones off.

CADET
Aaaaaghhh!

INT. BASS HOLE BAR AND GRILL - SAME TIME

Old Coot and Crotchety Lady hear the noise and cover their ears as Tina sets down their drinks.

COOT AND CROTCHETY
Aaaaaggghh!

TINA
(she knows)
Oh, my God.

EXT. SOMETHING'S FISHY - DAY

Emmet emerges, striding towards the ocean.

EMMET
Larry?!

EXT. OCEAN FLOOR

Larry HONKS again in despair.

INT. LAMARQUE'S LAIR - DAY

LaMarque bursts in. Billups has donned the headphones.

LAMARQUE

What is this sound, like fingers on a
backboard?!

BILLUPS

Blackboard. I don't know, it's biological
but I've never heard a sea creature make
a sound like this. And it's on the move.

EXT. OCEAN - GEORGE'S BOAT - SAME TIME

Admiral Rains pulls up next to George's boat. George, at his
wit's end, screams at his sonar tech:

GEORGE

The sound?! Where?!

CADET

(finally)

Seven miles off port, 30 degrees.

ADMIRAL RAINS

Stickle! You rabid dog --

George turns, sees the Admiral is about to step onboard.

GEORGE

(to cadet)

Full speed, port 30 degrees!

George's boat races off, and the Admiral DROPS INTO THE
OCEAN.

GEORGE (cont'd)

I'm comin', Larry.

CADET

Sir, I believe now, officially, we are
pirates.

EXT. DOWN UNDER

Larry dejectedly swims into down under.

DISSOLVE TO:

INT. LAMARQUE'S LAIR

Billups stares at the screen.

BILLUPS

This can't be right. It's coming from
beneath the ocean floor.

PUSH IN ON - LAMARQUE - AWESTRUCK

realizing...

LAMARQUE

Ready the submersible!

EXT. DOWN UNDER

Larry, sans glasses, swims along, dejected.

EXT. DOWN UNDER - DIFFERENT LOCATION

Larry's glasses lay on the ocean floor. A sub is about to
land on them and crush them when they're swept out of harm's
way by a blur of sand and motion.

INT. LAMARQUE'S LAIR

Billups tracks a dot on the screen and speaks into a mic.

BILLUPS

Okay, I'm downloading the navigational
path to you now.

INT. LAMARQUE'S SUBMERSIBLE - CONTINUOUS

LaMarque drives the bubble sub.

ON THE MONITOR

A dotted line stretches through a virtual terrain.

LAMARQUE

Yesss! They say if you follow the
leprechaun he'll lead you to the gold
pot.

BILLUPS (O.S.)

Pot of gold.

LAMARQUE

I will eat your intestines if you fix my
speaking again.

EXT. OCEAN - CAVERNS TO DOWN UNDER

LaMarque's bubble sub enters the caverns.

INT. LAMARQUE'S SUBMERSIBLE

BILLUPS (O.S.)

The Moab caverns. This has to be a
mistake. They don't lead anywhere.

LAMARQUE

(watching the screen)
We will be seeing about it.

LaMarque continues, determined. The sub travels through the
narrow passage, scrapes against the hard, sharp coral sides.

BILLUPS

You got a large solid Coral structure up
ahead. It's a dead end.

LaMarque leans close to the glass. The HUGE WALL CLOSING.

LAMARQUE

Idiot! The path is correct, no?!

BILLUPS

I- I, yes, but, but--

LaMarque accelerates toward the wall.

(CONTINUED)

CONTINUED:

BILLUPS

Sir, the submersible won't take the impact, you can't--

LAMARQUE

I can. I can twist your testicles into a balloon animal, yes? I say this once: If the creature passes through wall, then so will I.

The sub heads for the wall, closer, closer, then, at the very last second, the coral sponges split, making a passage.

LAMARQUE

They're sponges! They are the sponges!
(looks around at the sponges
smoothing the windows)
Clever creatures.

Billups watches on the monitor as LaMarque stares through the glass, transfixed.

The sub exits through the other side, revealing A STUNNING VIEW. LaMarque takes in the first human view of Down Under.

BILLUPS

My god.

LAMARQUE

The corals, they are beyond rare...

LaMarque stares in wonder as bizarre fish swim by. Billups pages through a SEA LIFE book, trying to spot the species.

LAMARQUE

And the fish, or are they fish? I don't even know, it's wonderful! All priceless and one at a kind, as far as my eyeballs can go!
(to Billups)
Do you have my location?

BILLUPS

You're fixed at three-one-nine-three-six.

LAMARQUE

Move the Manta Ray! Send the divers. Take every species of the fish you can net and...

(swept away by the beauty)

...these structures...

(back to himself)

-- Break them down. The gold pot is ours!

(CONTINUED)

CONTINUED: (2)

EXT. OCEAN - GEORGE'S BOAT - SAME TIME

The Coast Guard cutter flies over the water.

CADET
The Manta Ray is moving!

GEORGE
Follow it!

CADET
Aye aye, Blackbeard!

EXT. OCEAN - DOWN UNDER

Crusty comes up behind the despondent Larry.

CRUSTY
Kinda makes you wish you stayed up there
in... "Alaska," hey bud?

LARRY
Crusty! I thought they caught you.

CRUSTY
(flips a hidden claw)
Had to whip out the Swiss Army claw on
'em.

SUDDENLY -- Thunderous rocking shakes the ocean floor.

LARRY
Oh, my God, it's LaMarque! He's found
Down Under! But how? How did he -- ?!
(thinks)
Of course, he has sonar. I led him down
here. Me and my stupid honking! Crusty,
I'm a failure. A failure on land, a
failure underwater.

CRUSTY
Hey, at least you tried to do somethin'.
Here.

Crusty hands Larry his glasses.

CRUSTY (cont'd)
Got these half-price.

(CONTINUED)

CONTINUED:

LARRY
My glasses!

CRUSTY (cont'd)
You're gonna need 'em to drive me outta
here.

He smiles at Larry when -- SUDDENLY:

SMASH! A SUBMERSIBLE SUB CRASHES THROUGH A ROCK WALL --

CRASH! Another and another. Larry watches as all the
brilliant light and beauty is swallowed by clouds of dust and
rubble.

LARRY
Hang on, Crusty!

Crusty jumps on. Larry dodges a submersible and heads up.
Suddenly:

LADYFISH (O.S.)
Limpet!

Larry stops, doesn't believe his ears.

LARRY
Look, Crusty, this is no time to joke.

CRUSTY
Ain't me, I swear.

LADYFISH
Larry! Over here!

LARRY
Ladyfish!

Larry spots Ladyfish trapped in an underwater holding cage
hanging off the side of LaMarque's boat. He streaks over,
Crusty still on board.

LARRY
Ladyfish! I gotta get you out of here.
I gotta' get you out.

LADYFISH
No. Go and help the others.

LARRY
This was all my fault. I was a fool to
think I could make a difference.

(CONTINUED)

CONTINUED:

LADYFISH

Stop it, Limpet! You've made a big difference -- to me.

(beat)

How did you say it? I ...believe in you, Limpet.

LARRY

(stunned)

You do?

LADYFISH

Yes, I do. I think that means we're...

CRUSTY

...In a relationship.

LARRY

Yes, it does! Woohoo!

LARRY IS COMPLETELY RE-INVIGORATED! As he spins, Crusty hangs on for dear life:

LARRY (cont'd)

I better get over there and help out!

(turns, then turns back)

Don't go anywhere, I mean...right.

Larry darts off toward Down Under.

EXT. OCEAN - ENTRANCE TO DOWN UNDER

Fish are streaming out. Larry blocks their path. Crusty hops onto a rock.

LARRY

Stop! You can't give up!

PASSING FISH

Too late, just did...Me too, sorry Limpet.

For the first time all movie, CRUSTY SHOUTS:

CRUSTY

Listen up or I'll start clippin' gills!
Let -- Him -- Speak.

The fish stop.

(CONTINUED)

CONTINUED:

LARRY

I know I've helped cause this mess, but you've got to believe me -- you're doing exactly what they expect. I know how they think, because I WAS AN AIRSUCKER!

Stunned silence. Crusty turns right into CAMERA:

CRUSTY

Why did I let him speak?

LARRY

All my life I dreamed of becoming a fish and somehow I got my wish. The last thing I wanted was to hurt any of you. I'm a fish now. And I know we can save this place. We've got them outnumbered! There is nothing to fear but fear itself!

BLOWFISH

What about boat propellers?

TUNA

Or nets.

GOAT FISH

Killer Whales?!

SNAPPER #1

And Pelicans! They dive right into the water!

SNAPPER #2

Store you in that pouch, eat you a week later.

ALL THE FISH

Eeeeeaaauuuu.

CRUSTY

Oh, for cryin' out loud.

LARRY

OKAY! Okay, there's a lot of things to fear, but you can't let fear paralyze you! Or you're dead before you start. That's my point! That's what I want to say! Are you with me?!

ALL THE FISH

Yeah!

(CONTINUED)

CONTINUED: (2)

LARRY
ARE WE A TEAM?!

ALL THE FISH
YEAH!

LARRY
HAVE YOU OVERCOME YOUR ALL CONSUMING FEAR
OF DEATH?!

ALL THE FISH
NO!

LARRY
ME NEITHER, BUT LET'S GO ANYWAY!

FISH
YEAAAAAH!

Larry charges off, the fish follow.

EXT. OCEAN - GEORGE'S BOAT - SAME TIME

George's boat is flying.

CADET
It sounds like they're...blasting through
coral and rock.

GEORGE
I'll be damned.

EXT. OCEAN - ADMIRAL'S BOAT - SAME TIME

The admiral's boat is flying. We see the now-naked admiral
from the waist up, waiting for his nearby clothes to dry in
the wind.

EXT. OCEAN - DOWN UNDER - BULLDOZER SUB

A PILOT manning a bulldozer-nosed sub, works his controls.
He turns to see LARRY LIMPET LEADING HIS TROOPS TO BATTLE!

LARRY
Sucker fish, take 'em!

(CONTINUED)

CONTINUED:

The SUCKER FISH peel off from the group and PLANT THEIR SUCTION FACES ONTO THE GLASS, totally obscuring his view.

The sub STEERS INTO A ROCK WALL AND TIPS OVER.

SUCKER

Who sucks now?!

They all laugh.

ANGLE - LARRY AND THE GANG

LARRY

This one's yours, Legs!

An OCTOPUS veers off toward a diver, swims quickly around and up his body leaving him in a dark cloud of ink.

CUT TO:

Another SUB PILOT cruising along.

LARRY SWIMS ALONG HIS SIDE WINDOW makes a BWOOOOOOOP siren sound of a cop car.

LARRY

Okay, chump, pull this thing over!

The Pilot is in shock, seeing the human fish. He cuts the engine. Larry WRAPS on the glass like a cop.

LARRY

Do you have any idea you were weaving and crossing over the center coral strip?

The pilot is petrified.

LARRY

Didn't think so. Okay, outta the sub, wiseguy, I gotta give ya a breathalyzer.

LARRY OPENS THE SUB DOOR! The guy sucks in some air at the last second and floats in front of Larry, cheeks puffed out.

LARRY (cont'd)

Now then, breathe out.

The guy shakes his head 'no'. Larry just takes his gills and gently pushes the air out of the guy's cheeks.

(CONTINUED)

CONTINUED:

LARRY (cont'd)
Smells fishy. Alright pal, let's see you
swim a straight line from here to the
surface.

The guy swims upwards at lightning speed.

Larry swims over to some gathered troops.

LARRY
We gotta take out those nets.
Barracudas, make me proud.

The Barracudas dart off.

LARRY
Jellies...no more brainwork. Go make 'em
feel the sting, girls.

They swim off, giggling.

A very frail looking ARROW CRAB (picture a Daddy Long Legs
Spider) steps forward. A high squeaky voice.

ARROW CRAB
What can I do?

LARRY
(thinks)
You're...creepy. Go out there and be
creepy!

ARROW CRAB
(salutes with three arms)
Yes, sir!

The Arrow Crab crawls off.

FISH BATTLE THE DIVERS - MONTAGE OF SHOTS:

TWO DIVERS easily net a hundred streaming BARRACUDA, but
then:

BARRACUDA
Ready...NOW!

The Barracuda reverse direction, pulling the middle of the
net with them. The Divers SLAM together, get NETTED.

CUT TO:

(CONTINUED)

CONTINUED:

A SCHOOL OF TROPICAL FISH swim into a DIVER'S WET SUIT. The Diver spazzes out as the fish wriggle like crazy under his clothes.

ARROW CRAB leaps onto his face.

ARROW CRAB
I'm creepy! I'm creepy!

CUT TO:

INT. LAMARQUE'S SUB

LaMarque watches the distant mayhem speaks into his mic.

LAMARQUE
What is the happening?!

BILLUPS (O.S.)
None of our divers are responding.
Something's wrong.

LaMarque gets a demented look, accelerates his sub.

EXT. DOWN UNDER - THE BATTLE

THE GREY SNAPPERS zip around as a tight unit.

SNAPPER #1
There's one!

They engulf a Diver, SLAP him wildly and leave him dazed.

SNAPPER #3
I peed in the water, he didn't even know it!

SNAPPERS
Wooooohooooo!

ANGLE - CRUSTY RIDING ATOP LARRY'S BACK

holding his shell as a battle shield. As they zip along, Larry HONKS subs, Crusty THWATS divers with his shell, all in MUSICAL RHYTHM.

They see one final DIVER, bagging rare coral.

(CONTINUED)

CONTINUED:

LARRY
TUNA - SANDWICH!

On command, a SCHOOL OF TUNA split into two sections, SMASH the Diver between them. He falls back into a GIGANTIC CLAM SHELL. It SLAMS shut.

ANGLE - THE BEATNIK GOAT FISH

Smoking cigars.

GOAT FISH
Wow. We're really doin' good.

GOAT FISH #2
(totally spaced)
Everybody looks like they're floating,
man.

CUT TO:

THE OCTOPUS HAS NOW WRAPPED HIMSELF ATOP THE DIVER'S HEAD,
causing a very alien looking figure.

OCTOPUS
I am from the planet Zolton!

Spectator fish laugh at this visual. The Octopus SUCTIONS
the Diver's face: POP, POP, POP, POP!

CUT TO:

THE JELLYFISH swim innocently next to a diver. Suddenly:

LEAD JELLYFISH
Spring Break!

They start laughing and stinging the hell out of the diver.

ANGLE - MYLO

ducking into a cave in fear.

INT. OCEAN - CAVE

Mylo lights a flair so he can see, illuminating walls teeming
with CRABS. Crusty calmly steps forward.

(CONTINUED)

CONTINUED:

CRUSTY

Welcome to the alteration department.

The crabs leap onto Mylo, clip their claws like scissors.

EXT. OCEAN - OUTSIDE THE CAVE

Mylo comes stumbling out, his wetsuit has been CLIPPED INTO A VERY SKIMPY THONG BIKINI. He looks ridiculous.

ON LARRY

Watching the fish troops send the divers on the run.

LARRY

Okay, we got 'em on the ropes!

Then, FROM BEHIND LARRY RISES, LAMARQUE'S SUB!

Larry senses something, turns. They're face to face.

LARRY

LaMarque!

LAMARQUE

I have found the talking fish!

LARRY

You haven't heard nothin' yet.

Larry takes a big breath and HOOOOOOOOOOOOOOONK!

The sub careens backward, end over end, finally rests in perfect position. LaMarque gets his bearings, smiles, then...

TINY SPIDER VEINS BEGIN TO CRACK THROUGH THE GLASS BUBBLE

LaMarque's eyes go wide, he scrambles for his diving gear, gets out just before the bubble SHATTERS.

Larry and LaMarque pop up on the water's surface, right near the Manta Ray. As LaMarque grabs the ladder, Larry rips off his mask and gets right in his face.

LAMARQUE

I believed in you. You were my hero.

(CONTINUED)

CONTINUED:

LAMARQUE

How do you even know of me, fish?

(side thought)

And what is with the glasses?

LaMarque scrambles up the ladder. Larry follows.

LARRY

You were a great man, and now you're just
a lousy poacher.

LAMARQUE

I was a great broke man, you bigmouth
bass. I want ze Rolesex watch, and ze
Porsche SuperDuper and ze Van Halen
booth at ze Planet of Hollywood!

LaMarque Larry against a wall, strangling him.

LAMARQUE

Maybe you talk too much, talking fish.

(Larry gurgles)

What do you have to say now?

LARRY

Glory to the sea!

Larry swings his tail and WHACK! Nails LaMarque right
between the legs and breaks free.

LARRY

Not so fast, Beluga!

Larry performs a series of professional wrestling moves on
LaMarque, slams his head onto the floor boards.

LARRY

(continuing; speaks between
whacks)

NEVER - MESS - WITH - FISH! OCEAN - DIES
- WE - DIE!

LaMarque is just able to reach a harpoon on the wall! He
bonks Larry on the head with it, then steps back and points
it at him.

LAMARQUE

You cannot beat me. I am Andre LaMarque.
You are just a fish. One that perhaps
slightly talks the better than myself,
but still, just a fish. and I -- don't --
like -- fish.

(CONTINUED)

CONTINUED: (2)

LaMarque raises the harpoon, when...

A FISH flies out of the ocean, hits against him, bounces off.
Then another. Then another. LaMarque looks around.

FISH FLY FROM EVERY DIRECTION, PELTING LAMARQUE.

LAMARQUE
What is this? Stop!
(waves the harpoon)
I will kill you all!

MORE AND MORE FISH. LaMarque slips, the fish keep coming.

MASTER - THE BOAT NOW FILLED WITH FISH, WEIGHING IT DOWN

CUT TO:

CRUSTY - OUTSIDE A NOW SUBMERGED PORTHOLE

Casually whistling as he UNSCREWS BOLTS WITH HIS CLAW. The
window begins to TREMBLE.

BILLUPS
Okay, boys, grab your resumes, this gig's
over.

They take off running, just as...

CRAAAASH, SPLAAAAAASH! The window gives way and the ocean
pours in, obliterating LaMarque's Lair.

EXT. LAMARQUE'S BOAT - DAY

As Billups and crew float to the surface, George and his men
pull them from the water.

GEORGE
(smiling)
Hey guys. Have you seen a fish with a bad
sinus condition?

EXT. OCEAN SURFACE - CONTINUOUS

Larry watches LaMarque escape into the sea, then gets a
sudden look of realization.

LARRY
Ladyfish!

(CONTINUED)

CONTINUED:

He dives under the water, swims to Ladyfish's cage, as the boat sinks.

LADYFISH

Limpet!

LARRY

Hang on, Ladyfish.

The boat hits a big reef, gets lodged.

Larry pulls at the THICK CHAIN AND PADLOCK, as the boat teeters, CRUSHING THE CAGE!

LADYFISH

Help me, Limpet.

Larry pulls and pulls, but the chain is too strong. The cage collapses further. The two look helplessly at each other.

LADYFISH

Limpet, LOOK OUT!

Larry turns to see WHITEY! JAWS BARED, COMING RIGHT AT HIM!

Larry prepares for the inevitable, when CLANK! Whitey veers and CHOMPS the chain into pieces. He stops, turns to Larry.

WHITEY

I appreciate what you did for everyone
down here.

(beat)

But don't push your luck.

Whitey WINKS, swims off.

Ladyfish swims out, JUST AS THE CAGE IS CRUSHED AGAINST THE ROCK. She and Larry happily frolic around one another.

ON LAMARQUE - SWIMMING AWAY

His body is LIFTED by a pad of flipping fish. Larry emerges, leads the fish over to George's boat.

LAMARQUE

(appealing to the Coast Guard)
Help! Get me out of here! They are
flipping at me!

The fish FLIP LaMarque onto the deck of the boat. He's delirious, thrashes like a fish out of water.

ANGLE - ADMIRAL RAINS' COAST GUARD CUTTER

The Admiral watches, dressed in only a cook's apron.

ADMIRAL RAINS

Hah haaah! You're not gonna get this
kinda action in the Navy, lads!

Larry JUMPS UP ONTO THE BOAT RAIL.

LARRY

Admiral, I'm here to make a citizen's
arrest and I couldn't have done it
without the help of George Stickle.
By the way, nice apron.

ADMIRAL RAINS

(beat, to George)
I take it this is the talking fish.

EXT. DOCKS - DAY

MASTER - THE TOWN FOLK PACK THE DOCKS

George stands on the end of the pier as a local TV crew
videotapes him.

GEORGE

...and so, the former Captain LaMarque is
resting comfortably in our cozy brig. And
quite frankly, we couldn't have done it
without...Larry Limpet.

Murmurs from the people around, George points to the water,
Emmet looks up to see...

LARRY

rising up out of the water "surfing" atop the back of the
whale, singing opera. Big gestures with his fins.

The townsfolk are dumbfounded. EMMET laughs.

EMMET

Larry Limpet. God in heaven...

Tina PASSES OUT.

GEORGE

Oops.

(CONTINUED)

CONTINUED:

He runs over to her.

The TV crew is so stunned, the cameraman has his camera down, jaw agape. Finally, the sound guy taps his shoulder.

REPORTER

Hey, scoop. Maybe we oughta roll tape?

Larry continues his "show." TINY sings falsetto back-up, surfing a teeny wave of water coming off Larry's forehead. It's now a FISH STACK: WHALE, LARRY, TINY.

EMMET

(laughing, repeating his own words)

A fish would have to rise out of the harbor and sing opera to save this town.

The dock is cheering, wild pandemonium. We hear shouts of "We live!" and "We're back on the map!" and:

OLD COOT

You owe me five bucks! Hah hah!

CROTCHETY LADY

(smiling)

Son of a gun.

JUST THEN -- THE VACATIONING FAMILY FROM THE OPENING SCENE drives back through town, real slowly, the dad stunned by all the activity.

KID

I told ya we shouda stayed here, Dad.
Cherries suck.

BIG FINALE! The whales blowhole dramatically BLASTS LARRY (and Tiny) UP INTO THE AIR.

ANGLE - A SEA BASS TALKING TO WHITEY

SEA BASS

I just want to say how happy we all are that you came around to our side. It's a big relief knowing that we don't have to fear you anymore.

Whitey keeps staring at the Sea Bass.

(CONTINUED)

CONTINUED:

SEA BASS

Me? I always knew you were okay. Even
when you were--

Whitey can't take it. In an instant, he eats Sea Bass.

EXT. DOCKS - THE CELEBRATION -

As people mingle in a lively manner, Larry swims up to George and Tina, kneeling on the dock.

LARRY

Hi, Tina.

TINA

H-hi, Larry. Listen, I'm so sorry --

LARRY

-- Don't be. You were right, Tina. We
really didn't fit together.

(looks at George)

But you two...well, you couldn't find a
better guy.

George smiles at Larry. Tina smiles at George, who holds her hand.

TINA

(to Larry)

What about you?

LARRY

Don't worry, I've found someone
who...likes fish as much as I do.

TINA

Is there anything we can do?

LARRY

Yeah, if you're at a restaurant, don't
eat anything that looks like me. So
long!

Larry flips back into the water.

ANGLE ON -

Vince, the detective, scrawling in his notebook, Emmet at his side.

(CONTINUED)

CONTINUED:

VINCE

So, nobody pushed him, and he didn't
really jump to kill himself, he jumped to
stay alive!

EMMET

Exactly.

VINCE

No crime. Case closed.

He closes his notebook and exits. Emmet looks at the water.
Larry gently breaks the surface. Their eyes meet.

LARRY

See you, Emmet. See you in the boats.

EMMET

(slow smile)

See you in the boats.

EXT. OCEAN - DAY

Ladyfish swims over to Larry.

LADYFISH

Do you remember our first night together,
Limpet?

LARRY

I'll never forget it.

LADYFISH

Well, no, you won't.

PAN TO REVEAL - HUNDREDS OF LITTLE LIMPET AND LADYFISH

They SWARM around LARRY.

LIMPET KIDS

Dad!...Daddy!...Daddy!

Larry is overwhelmed with joy.

LADYFISH

Say something, Limpet.

LARRY

We better start thinking of names.

Ladyfish giggles and they dart off.

(CONTINUED)

CONTINUED:

LARRY (cont'd)

Let's see, you're Emmet, and you're Tina,
and you're George, and your Vince, and
you're Mac...no, I couldn't do that to
you...you're Pete, and you're...

MASTER - A STUNNING UNDERSEA LANDSCAPE

Ladyfish, Larry and their new family playfully swim off.

We RISE ABOVE THE OCEAN SURFACE to reveal a stunning vista.
The silhouetted bodies of the Limpets leap off into the
sunset.

SUDDENLY -- Crusty eases into frame, TALKS RIGHT INTO CAMERA.

CRUSTY

Okay, the downside is, I got a bunch of
kids calling me 'Uncle Crusty.' But the
upside is --

PULL BACK TO REVEAL Crusty is sitting on one of LaMarque's
underwater scooters.

CRUSTY (cont'd)

-- I got my own ride!

He zips off at super speed.

MUSIC UP:

ROLL CREDITS

As credits roll we see a montage of fish "outtakes", as
though they were real actors in the film and they
occasionally forgot lines or broke up.